

10th February 2026

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai – 400001

Scrip Code: 544137

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

Bandra-Kurla Complex, Bandra(E)

Mumbai -400051

Symbol: INDUSINVT

Subject: Postal Ballot Notice of Indus Infra Trust

Dear Ma'am / Sir,

Pursuant to the provisions of Regulation 23(6) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, read with circulars and guidelines issued thereunder from time to time (“**SEBI InvIT Regulations**”) read with SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated 11th July 2025 (“**SEBI Master Circular**”), we wish to inform that the GR Highways Investment Manager Private Limited, (“**Investment Manager**”), acting in its capacity as Investment Manager of the Indus Infra Trust (“**Trust**”) seeks approval of the Unitholders of the Trust on the items as provided below and as set out in the postal ballot notice through e-voting only:

Item No.	Resolution	Approval type
1	To consider and approve the acquisition of assets from G R Infraprojects Limited, Related Party of Indus Infra Trust	Simple Majority where votes cast in favor of the resolution shall be more than fifty percent of the total votes cast for the resolution in accordance with Regulation 22(4) of the SEBI InvIT Regulations
2	To consider and approve the increase in aggregate consolidated borrowings limit of Indus Infra Trust and matters related thereto	Special Majority where approval from seventy five percent of the unitholders by value shall be obtained in accordance with Regulation 22(5A) of the SEBI InvIT Regulations

The Board of Directors of the Investment Manager has on 9th February 2026 approved the Postal Ballot Notice. In furtherance thereof, the Postal Ballot Notice is being dispatched electronically to the Unitholders of the Trust whose name appears in the records of depository as on the cut-off date, i.e. 6th February 2026. Copy of Postal Ballot Notice dated 10th February 2026 is enclosed herewith. The Notice of Postal Ballot is also being uploaded on the website of the Trust at:

<https://indusinvit.com/investor-information.html>

You are requested to take the same on your record.

Thanking you,

Yours sincerely,

**For Indus Infra Trust
Acting through its Investment Manager
GR Highways Investment Manager Private Limited**

**Mohnish Dutta
Company Secretary & Compliance Officer
M. No. FCS 10411**

**CC:
IDBI Trusteeship Services limited**
Ground Floor, Universal Insurance Building
Sir P.M. Road, Fort, Mumbai, Maharashtra – 400001

Encl: as above

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and clarifications, notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI InvIT Regulations**”), read with SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated 11th July 2025 for Infrastructure Investment Trusts (“**SEBI Master Circular**”), as amended, and pursuant to other applicable laws and regulations, if any, as may be applicable, and the Trust Deed dated 31st October 2023, as amended on 11th November 2024 (referred to as “**Trust Deed**”) the Resolution as set out in this Postal Ballot Notice is proposed to be passed by the Unitholders of Indus Infra Trust (“**InvIT**” / “**Trust**”) by way of Postal Ballot by voting through electronic means (“**remote e-voting**”).

An explanatory statement pertaining to the **Resolution(s)** proposed to be approved by the Unitholders, setting out the material information, facts and reasons, along with the **Valuation Report** and Rating Letter as received from CARE Ratings Limited is annexed to the Postal Ballot Notice for your consideration.

The Board of Directors of GR Highways Investment Manager Private Limited (“**Board**”), the Investment Manager of the Trust (“**Investment Manager**”), has engaged M/s. KFin Technologies Limited (“**KFintech** / “**E-voting agency**”), the Registrar and Transfer Agent (“**RTA**”) of the Trust to provide remote e-voting facility to the Unitholders. Unitholders are requested to read the e-voting instructions carefully mentioned in the Notes under the section “**Voting through electronic means**” in this Postal Ballot Notice.

The Unitholders may note that the Postal Ballot notice shall be sent only to the respective email IDs as may be registered / updated / available in the database of the Trust / RTA as of the closure of business hours of Friday, 6th February 2026 (“**Cut-off date**”).

The Board of Directors of the Investment Manager, on behalf of Trust, has appointed Mrs. Preksha Dawet, Practicing Company Secretary (Membership. No. A55366 and Certificate of Practice No. 22088), Proprietor, M/s. Preksha Dawet and Associates as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

Only those Unitholders identified as on the closure of business hours of Friday, 6th day of February 2026, shall be eligible to vote. The remote e-voting period commences on Thursday, 12th February 2026, from 9:00 a.m. (IST) and ends on Thursday, 5th March 2026, at 5:00 p.m. (IST).

The Resolution would be deemed to have been passed on the last date of voting, i.e. Thursday, 5th March 2026, if approved by the requisite majority.

After completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit its report to the Compliance Officer of the Investment Manager of the Trust. The results of Postal Ballot shall be announced within two working days from last date of voting, i.e., on or before Saturday, 7th March 2026. The results and the Scrutinizer’s report will be submitted to the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. The results will also be placed on the website of the Trust at <https://www.indusinvit.com/investor-information.html> and the remote e-voting agency, at <https://evoting.kfintech.com>

PROPOSED RESOLUTIONS:

Item No. 1 To consider and approve the acquisition of assets from G R Infraprojects Limited, Related Party of Indus Infra Trust:

To consider and if thought fit, pass the following resolution by way of Simple Majority where votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution in accordance with Regulation 22(4) of the SEBI InvIT Regulations, (including any statutory modifications or amendments or re-enactments thereof for the time being in force)

“RESOLVED THAT pursuant to the provisions of Regulation 10, 18, 19, 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with applicable circulars, notifications, rules, guidelines issued thereunder, if any, (**“SEBI InvIT Regulations”**) and other applicable laws (including any statutory modification(s) or re-enactment(s) to each of the foregoing), the requisite approval, if any, of any relevant governmental, statutory or regulatory authorities or third party, if any, and subject to such terms and conditions as may be prescribed by any such authority while granting such approval as may be necessary, and based on the recommendation of the Investment Committee, and approval of the Audit Committee and Board of Directors of the GR Highways Investment Manager Private Limited (**“Investment Manager”**), consent of the Unitholders, be and is hereby granted to the Indus Infra Trust (**“Trust”** / **“InvIT”**), acting through its Investment Manager, to enter into material related party transaction(s), being the acquisition, in one or more tranches, of up to 100% (one hundred percent) equity shareholding and beneficial ownership of the (i) GR Ena Kim Expressway Private Limited (**“GEKEPL”**), (ii) GR Ujjain Badnawar Highway Private Limited (**“GUBHPL”**) and (iii) GR Bilaspur Urga Highway Private Limited (**“GBUHPL”**) (collectively referred to as the **“ROFO Assets”** and singly as **“ROFO Asset”**), from G R Infraprojects Limited (the **“Seller”**), the Related Party of the Trust, for an aggregate consideration (including refinancing of the Seller’s debt) not exceeding the sum as provided below:

Particulars	Rs. in Million		
	GEKEPL	GUBHPL	GBUHPL
Purchase consideration [^] (upto)	4,500	1,300	3,250

[^]including repayment / refinancing of unsecured loan availed by the respective ROFO Assets from the Seller

Purchases consideration will be subject to all necessary adjustments including but not limited to on account of movement in working capital, carry cost and other terms and conditions as may be agreed to between the parties and as may be specified in the definitive documentation to be entered for this purpose.

The enterprise value of the ROFO Assets as per the report of the independent valuer i.e. Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238), is as provided below:

Particulars	Rs. in Million		
	GEKEPL	GUBHPL	GBUHPL
Enterprise Value^^	13,570	4,934	9,468

^^ (including cash and cash equivalents of the ROFO Assets)

RESOLVED FURTHER THAT the consent of the Unitholders be and is hereby granted to authorise the Board of Directors (“**Board**”) of the Investment Manager (including its committee or duly authorised officer(s) thereof), on behalf of Indus Infra Trust to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to this resolution or as otherwise considered to be in the best interest of the Indus Infra Trust and its Unitholders, including to negotiate and finalize the terms and conditions of and to execute, amend, deliver and terminate any agreements including the share purchase agreement, unsecured facility agreement, shareholders’ agreements, operation and management related agreements, non-binding offer, binding offer, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto, in relation to the above transaction (“**Transaction Documents**”), including to appoint any advisers, valuers, experts or other persons and to do all such acts, deeds, matters and things as they may, in their discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to give such directions and/ or instructions as it may from time to time decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/ or additions as regards the terms and conditions as they deem fit in the interest of Indus Infra Trust and its Unitholders, without being required to seek further consent or approval of the Unitholders of the Trust or otherwise and that the Unitholders of the Trust shall be deemed to have given their authorisation thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board of the Investment Manager (including any committee(s) or any other authorised officer(s) thereof) pursuant to the above resolution in connection with any matter(s) referred to or contemplated in the foregoing resolution be and is hereby approved, ratified and confirmed in all respects.”

[Click here for explanatory statement in respect of Item No. 1](#)

Item No. 2 To consider and approve the increase in aggregate consolidated borrowings limit of Indus Infra Trust and matters related thereto:

To consider and if thought fit, pass the following resolution by way of special Majority where approval from seventy five percent of the unitholders by value shall be obtained in accordance with Regulation 22(5A) of the SEBI InvIT Regulations, (including any statutory modifications or amendments or re-enactments thereof for the time being in force)

“RESOLVED THAT pursuant to the provisions of Regulation 20(3), 22(5A) and other applicable provisions of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with applicable circulars, notifications, rules, guidelines issued thereunder, if any, (**“SEBI InvIT Regulations”**) and other applicable laws (including any statutory modification(s) or re-enactment(s) to each of the foregoing), the requisite approval, if any, of any relevant governmental, statutory or regulatory authorities or third party, if any, and subject to such terms and conditions as may be prescribed by any such authority while granting such approval as may be necessary, and in terms of Borrowing Policy of the Indus Infra Trust (**“Trust” / “InvIT”**), the consent of the Unitholders of the Trust be and is hereby accorded to the InvIT and / or, its Holding Companies (**“Holdcos”**) and its Special Purpose Vehicles, acquired / to be acquired (**“SPVs”**) (**“InvIT Assets”**) (as defined under the SEBI InvIT Regulations), to borrow (including deferred payments of the InvIT) from time to time, any sum or sums of money (in one or more tranches) not exceeding seventy percent of the value of the InvIT Assets, net of cash and cash equivalents, as set out under Regulation 20(3)(b) of the SEBI InvIT Regulations, from time to time in whatever form including but not limited to debentures, term loans, advances, deposits, bonds, and such other instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured, on such terms and conditions as the Board of Directors of Investment Manager, may deem fit in the best interest of the Trust and the Unitholders, on such security, including by way of mortgage, hypothecation, pledge, lien and/or charge, in addition to the mortgage, hypothecation, pledge and/or charge already created, in the manner, ranking and such terms as the Board of Directors of the Investment Manager may decide, on all or any of the movable or immovable properties, tangible or intangible assets and any other properties or assets of the InvIT and the InvIT Assets, both present and future, as the case may be, for securing the borrowings availed or to be availed by InvIT and / or the InvIT Assets, including providing any undertakings and/or guarantees as may be required in connection therewith and to do all such acts, deeds and things and to execute all such documents, instruments and writings, and register all charges as may be required in this regard, provided that the funds borrowed above 49% of the value of the InvIT Assets shall be in strict compliance of Regulation 20 (3)(b) of SEBI InvIT Regulations, as amended (including and not limited to utilisation of the borrowed funds and / or obtaining of credit rating etc.), as may be applicable.

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager (including its committee or duly authorised officer(s) thereof) be and is hereby authorized on behalf of Trust to negotiate and finalize the terms and conditions of any facility, and any agreement, deed, undertaking and any other document, in relation thereto, including any amendment,

supplement or modification to such documents, as applicable or appropriate, and also to sign, execute, amend, deliver and terminate any agreement, document, letter, deed or instrument, as may be required and to make any filing, furnish any return or submit any other document to any regulatory or governmental authority, as may be applicable, and to do all such acts, deeds, matters and things as the Board may, in its discretion, deem necessary, proper or desirable, in the interest of the Trust and the Unitholders.”

[Click here for explanatory statement in respect of Item No. 2](#)

**For and on behalf of Indus Infra Trust
Acting through its Investment Manager
GR Highways Investment Manager Private Limited**

Sd/-

**Mohnish Dutta
Company Secretary & Compliance Officer
M. No. FCS 10411**

**Date: 10th February 2026
Place: Gurugram**

**Principal Place of Business and Contact
Details of the Trust:**

Indus Infra Trust
Seventh Floor, GR One Tower, Plot No. 7B,
Sector 18, Gurugram 122015, Haryana, India
SEBI Registration No.: IN/InvIT/22-23/0023

**Registered Office and Contact Details of the
Investment Manager:**

GR Highways Investment Manager Private Limited
GR One Tower, Plot No. 7B, Sector 18, Gurugram
122015, Haryana, India
CIN: U65999HR2022PTC102221

Contact Person:

**Mohnish Dutta
Company Secretary & Compliance Officer
Tel: +91 85888 55586
E-mail: cs@indusinvit.com
Website: <https://www.indusinvit.com>**

EXPLANATORY STATEMENT:
Item No. 1 To consider and approve the acquisition of assets from G R Infraprojects Limited, Related Party of Indus Infra Trust:

Pursuant to the Right of First Offer Agreement (“**ROFO Agreement**”) dated 20th February 2024, executed between G R Infraprojects Limited (“**Seller**”) and IDBI Trusteeship Services Limited (in its capacity as Trustee of Indus Infra Trust) and GR Highways Investment Manager Private Limited (in its capacity as Investment Manager of Indus Infra Trust), the Seller had provided an invitation to offer to the Indus Infra Trust (“**Trust**” / **InvIT**”) for the acquisition, in one or more tranches, of up to 100% (one hundred percent) equity shareholding and beneficial ownership of the (i) GR Ena Kim Expressway Private Limited (“**GEKEPL**”), (ii) GR Ujjain Badnawar Highway Private Limited (“**GUBHPL**”) and (iii) GR Bilaspur Urga Highway Private Limited (“**GBUHPL**”) (collectively referred to as the “**ROFO Assets**” and singly as “**ROFO Asset**”) for an aggregate consideration (including refinancing of Seller’s debt) as provided below:

Particulars	Rs. in Million		
	GEKEPL	GUBHPL	GBUHPL
Purchase consideration (upto)	4,500	1,300	3,250

The Trust expressed its interest in acquiring the ROFO Assets from the seller in accordance with the ROFO Agreement. For the acquisition of ROFO Assets, the Investment Manager appointed various consultants and advisors to carry out the necessary due diligence. The brief details of ROFO Assets proposed to be acquired are provided below:

Name of SPV	GR Ena Kim Expressway Private Limited (“ GEKEPL ”)	GR Ujjain Badnawar Highway Private Limited (“ GUBHPL ”)	GR Bilaspur Urga Highway Private Limited (“ GBUHPL ”)
Mode	Hybrid Annuity Mode (“ HAM ”)	Hybrid Annuity Mode (“ HAM ”)	Hybrid Annuity Mode (“ HAM ”)
Type	Eligible Infra Project	Eligible Infra Project	Eligible Infra Project
Concessioneing Authority	National Highways Authority of India (“ NHAI ”)	National Highways Authority of India (“ NHAI ”)	National Highways Authority of India (“ NHAI ”)
Date of Concession Agreement	7 th October 2020	10 th May 2022	21 st June 2021
Length / Lanes	36.93 / 8 lane	69.10 / 4 lane	70.20 / 4 lane
States Covered	Gujarat	Madhya Pradesh	Chhattisgarh
PCOD	30 th November 2024	3 rd January 2025	12 th August 2024
Operations Period	15 Years	15 Years	15 Years
Residual Life (years) as on 31 st January 2026	13.84 Years	13.93 Years	13.54 Years

Bid Project Cost	Rs. 21,779.70 Million	Rs. 9,041.40 Million	Rs. 14,958.20 Million
No. of annuities receivable	28 bi-annual instalments	28 bi-annual instalments	28 bi-annual instalments

Mr. S. Sundararaman, Registered Valuer, IBBI (Registration No.: IBBI/RV/06/2018/10238) (“Valuer”) has undertaken a full valuation of the ROFO Assets as of 31st December 2025 and has submitted the valuation report dated 9th February 2026. The detailed valuation report, enterprise valuation and assumptions thereof, of the ROFO Assets is provided in **Annexure – I** to this Postal Ballot Notice. The Valuation Report is available on the website of Trust and has also been made available to the BSE Limited and the National Stock Exchange of India Limited. The summary of Valuation report is reproduced below:

(Rs. In Million)

Name of Asset	WACC (%)	Fair Enterprise Value (A)	Adjusted Enterprise Value (B)	External Borrowings (C)	Unsecured Loan availed from Seller (D)	Equity Value (E)	Total Equity Value including unsecured loan (D) + (E)
GEKEPL	7.33%	13,455	13,570	8,472	2,451	2,648	5,099
GUBHPL	7.33%	4,884	4,934	3,538	1,179	217	1,396
GBUHPL	7.33%	9,430	9,468	5,942	2,153	1,374	3,527
Total	-	27,768	27,972	17,951	5,783	4,239	10,022

Information in respect of the proposed related party transaction is as follows:

Type, material terms and particulars of the proposed transaction	GEKEPL	GUBHPL	GBUHPL
	Acquisition of 100% shareholding of the GEKEPL and refinancing of unsecured loan availed by the GEKEPL by Indus Infra Trust from Seller resulting in aggregate consideration of Rs. 4,500 Million, which may be changed or altered only on account of closing and working capital adjustments, carry	Acquisition of 100% shareholding of the GUBHPL and refinancing of unsecured loan availed by the GUBHPL by Indus Infra Trust from Seller resulting in aggregate consideration of Rs. 1,300 Million, which may be changed or altered only on account of closing and working capital adjustments, carry cost and other terms and conditions as	Acquisition of 100% shareholding of the GBUHPL and refinancing of unsecured loan availed by the GBUHPL by Indus Infra Trust from Seller resulting in aggregate consideration of Rs. 3,250 Million, which may be changed or altered only on account of closing and working capital adjustments, carry cost and other

	cost and other terms and conditions as may be agreed to between the parties and as may be specified in the definitive documentation to be entered for this purpose	may be agreed to between the parties and as may be specified in the definitive documentation to be entered for this purpose	terms and conditions as may be agreed to between the parties and as may be specified in the definitive documentation to be entered for this purpose
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	G R Infraprojects Limited currently holds 43.56% units of the Trust and as per SEBI InvIT Regulations and Indian Accounting Standard 24, has significant influence on the Trust and is accordingly considered as related party		
Value of the proposed transaction	GEKEPL	GUBHPL	GBUHPL
	Upto Rs. 4,500 Million	Upto Rs. 1,300 Million	Upto Rs. 3,250 Million
Details of the source of funds in connection with the proposed transaction;	The proposed transaction will be funded through mix of internal accruals and external borrowings, or in such other manner as the Board of Directors of the Investment Manager may determine, subject to necessary approvals and applicable law		
A copy of the valuation or other external party report, if any such report has been relied upon;	Valuation report given by Registered Valuer i.e. Mr. S. Sundararaman forming part as Annexure – I to this Postal Ballot Notice		
Any other Relevant/ Important Information	Subject to satisfaction of conditions precedent to the transaction, the Seller and Trust (through its Investment Manager) will undertake closure of the transaction		

Pursuant to Regulation 19(3) of the SEBI InvIT Regulations, where total value of all Related Party Transactions pertaining to acquisition of assets, in a Financial Year exceeds five percent of the value of the InvIT assets, approval from Unitholders shall be obtained, prior to entering into any such subsequent transaction with any Related Party in accordance with Regulation 22.

Below is the statement of acquisitions made / proposed to be made by Indus Infra Trust, from G R Infraprojects Limited, its Related Party during Financial Year 2025-26:

Name of the SPV acquired / proposed to be acquired^	Consideration for acquisition of 100% shareholding of the ROFO Assets and assignment / refinancing of unsecured loan availed by the ROFO Assets from the Seller
GR Bahadurganj Araria Highway Private Limited	Rs. 1,883.14 Million
ROFO Assets	Upto Rs. 9,050.00 Million
Total consideration during FY 2025-26	Upto Rs. 10,933.14 Million which is ~16.23% of Adjusted Enterprise value of the InvIT Assets, as of 30 th September 2025 (Rs. 67,372 Million)

Since total value of all the related party transactions, during Financial Year 2025-26, pertaining to acquisition of assets are likely to exceed 5% (five per cent) of the value of the InvIT assets, the proposed acquisition of ROFO Assets, requires prior approval of Unitholders of the Trust as required under Regulation 19(3) read with Regulation 22(4) of the SEBI InvIT Regulations and voting by any person who is a Related Party in such transaction as well as associates of such person(s) shall not be considered on the specific issue.

The aforesaid acquisition is in line with the investment strategy of the Trust and expected to add to its revenue stability. The proposed acquisition is likely to enhance the Trust's AUM by Rs. 27,001 Million and average balance life of the Trust is also expected to increase by 0.74 years. Similar to existing assets portfolio, the proposed ROFO Assets being HAM assets, will generate stable annuity backed cash flows from NHAI ensuring minimal revenue risk and continued sustainable distributions to Unitholders.

Subject to the approval of the Unitholders, the Board of Directors of the Investment Manager, on the recommendation of the Investment Committee and the Audit Committee, in their meeting held on 9th February 2026 had approved the proposed related party transaction with respect to acquisition of the ROFO Assets, including refinancing of Unsecured Loan availed by the ROFO Assets, at arm's length.

The acquisition is subject to approval of the Unitholders of Trust, approval of the relevant governmental and regulatory authorities and certain other third parties, as may be required and the provisions of Share Purchase Agreement and other definitive documentation (including completion of customary condition precedents by the Seller prior to acquisition).

Except for G R Infraprojects Limited, which is a Related Party of the Trust and Mr. Ajendra Kumar Agarwal and Mr. Ramesh Chandra Jain, Directors of the Investment Manager, none of the Directors, Key Managerial Personnel of the Investment Manager, or their relatives, or IDBI Trusteeship Private Limited ("**Trustee**") are concerned or interested, financial or otherwise, in the resolution mentioned in Item No. 1 of this Notice.

The Board of Directors of Investment Manager recommends the Resolution as set out in Item No. 1 of the Postal Ballot Notice for your approval with the simple majority (i.e. where votes cast in favour of the resolution are more than fifty percent of the total votes cast for the resolution).

[Click here for the proposed resolution as set out under Item No. 1](#)

Item No. 2 To consider and approve the increase in aggregate consolidated borrowings limit of Indus Infra Trust and matters related thereto:

The Unitholders of the Indus Infra Trust (“Trust” / “InvIT”) in the Annual General Meeting dated 25th July 2024, had approved to borrow money (including deferred payments of the InvIT), not exceeding forty nine percent of the value of the InvIT Assets, net of cash and cash equivalents, as set out under Regulation 20(3)(a) of the SEBI InvIT Regulations.

Envisaging the funds requirement for future acquisition of assets by the Trust, the Trust may avail financial assistance from time to time, in whatever form including but not limited to issuance of debt securities, term loans, advances, deposits, preference shares, etc., on such terms and conditions as the GR Highways Investment Manager Private Limited (“**Investment Manager**”) may deem fit in the best interest of Trust and the Unitholders. Currently the aggregated consolidated borrowings and deferred payment of the Trust is approximately 24.93 percent of the value of the InvIT Assets. Pursuant to the proposed borrowings by the Trust (from time to time), the aggregate consolidated borrowing and deferred payments of the Trust, net of cash and cash equivalent (post completion of the proposed borrowings) may exceed 49% of the aggregate value of the InvIT Assets.

Pursuant to Regulation 20(3)(b) of the SEBI InvIT Regulations, for any borrowing above forty nine percent of the aggregate value of the InvIT Assets, the InvIT shall obtain the issuer credit rating of AAA or equivalent, have a track record of atleast six quarterly distributions, in accordance with the distribution policy of the Trust, in terms of Regulation 18(6), on a continuous basis, post listing, as at the end of the quarter preceding the date on which the enhanced borrowings are proposed to be made.

Subject to the approval of Unitholders, the Board of Directors of the Investment Manager in their meeting held on 9th February 2026, had approved to borrow money (including deferred payments of the InvIT), not exceeding seventy percent of the value of the InvIT Assets, net of cash and cash equivalents.

Pursuant to the above, the Investment Manager seeks the consent of the Unitholders, under Regulations 20(3)(b) read with Regulation 22(5A) and all applicable provisions of SEBI InvIT Regulations, on the resolution contained in Item No. 2 of the accompanying Notice, as under:

- a. to borrow (including deferred payments of the InvIT) from time to time, any sum or sums of money (in one or more tranches) not exceeding seventy percent of the value of the InvIT Assets, net of cash and cash equivalents of the InvIT assets, in whatever form including but not limited to debentures, term loans, advances, deposits, bonds, and such other instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured, on such terms and conditions as the Board of Directors of Investment Manager, may deem fit in the best interest of the Trust and the Unitholders, and
- b. to mortgage, hypothecation, pledge, lien and/or charge, in addition to the mortgage, hypothecation, pledge and/or charge already created, in the manner, ranking and such terms as the Board of Directors of the Investment Manager may decide, on all or any of the movable or immovable properties, tangible or intangible assets and any other

properties or assets of the InvIT and the InvIT Assets, both present and future, as the case may be, for securing the borrowings availed or to be availed by InvIT and / or the InvIT Assets, including providing any undertakings and/or guarantees as may be required in connection therewith and to do all such acts, deeds and things and to execute all such documents, instruments and writings, and register all charges as may be required in this regard.

Indus Infra Trust has obtained CARE AAA/ Stable Credit Rating from CARE Ratings Limited for its consolidated borrowings upto Rs. 7,901.52 Crore (enhanced from Rs. 2,958.35 Crore). The Rating Letter as received from CARE Ratings Limited is provided along with this Postal Ballot Notice.

Further, prior to dispatch of this Postal Ballot Notice, the Trust has a track record of six quarterly distributions consistent with the distribution policy of the Trust, in terms of Regulation 18(6) of the SEBI InvIT Regulations, on a continuous basis, post listing, as at the end of the quarter preceding the date on which the enhanced borrowings are proposed to be made as under:

Quarter	Declaration Date
Q3 FY 26	3 rd February 2026 [^]
Q2 FY 26	7 th November 2025
Q1 FY26	30 th July 2025
Q4 FY25	7 th May 2025
Q3 FY25	30 th January 2025
Q2 FY25	6 th November 2024
Q1 FY 25	13 th August 2024
Q4 FY 24	28 th May 2024

[^]the distribution will be paid to the unitholders on or before 13th February 2026

The aggregate consolidated borrowing and deferred payments of the InvIT and the Investment Manager, net of cash and cash equivalent above 49% of the aggregate value of the InvIT Assets shall be in strict compliance of Regulation 20(3)(b) of the InvIT Regulations and shall only be utilized for acquisition or development of infrastructure projects.

None of the Directors, Key Managerial Personnel of the Investment Manager, or their relatives, or IDBI Trusteeship Private Limited (“Trustee”) are concerned or interested, financial or otherwise, in the resolution mentioned in Item No. 2 of this Notice.

In view of the above, the Board of Directors of Investment Manager recommends the resolution as set out in Item No. 2 of the Notice for your approval by way of Special Majority where approval from seventy five percent of the unitholders by value shall be obtained in accordance with Regulation 22(5A) of the SEBI InvIT Regulations.

[Click here for the proposed resolution as set out under Item No. 2](#)



**For and on behalf of Indus Infra Trust
Acting through its Investment Manager
GR Highways Investment Manager Private Limited**

**Sd/-
Mohnish Dutta
Company Secretary & Compliance Officer
M. No. FCS 10411**

**Date: 10th February 2026
Place: Gurugram**

NOTES:

1. Pursuant to Regulation 22(5A) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, the Investment Manager on behalf of Indus Infra Trust seeks the approval of the Unitholders on the proposed Resolution by way of Postal Ballot through remote e-voting.
2. The Postal Ballot Notice is being sent only through electronic mode to its Unitholders who have registered/updated their email addresses with the depositories/ depository participants. The Unitholders are encouraged to get their e-mail id's registered by contacting their respective Depository Participants. For Unitholders whose email addresses are not registered, SMS, wherever mobile numbers are available, are being sent by the RTA. The Postal Ballot Notice is being sent to those Unitholders whose names appear in the Register of Beneficial Owners maintained by the Depositories as of the cut-off date, i.e., Friday, 6th February 2026 ("cut-off date")
3. The Postal Ballot Notice is also available on the website of the trust at www.indusinvit.com and may also be accessed from the relevant section of websites of Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited. The Notice is also available on the website of the remote e-voting agency at <https://evoting.kfintech.com>. Unitholders who have not received the copy of this Notice may download the same from the aforementioned platforms / links. Unitholders may also contact KFinTech or Company at indusinvit@kfintech.com or cs@indusinvit.com, respectively.
4. An explanatory statement stating all material facts and the reason for the proposed Resolution is annexed herewith.
5. The Investment Manager, on behalf of Indus Infra Trust, has engaged the services of M/s. KFin Technologies Limited ("**KFinTech**"), the Registrar and Transfer Agent ("**RTA**") of the InvIT to provide remote e-voting facility to the Unitholders.
6. Mrs. Preksha Dawet, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Unitholders shall vote through electronic mode only as per the instructions for e-voting provided in the Postal Ballot Notice.
8. Only those Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the close of business hours on cut-off date for e-voting i.e. Friday, 6th February 2026 ("**Eligible Unitholders**") will be entitled to cast their votes. Voting rights of Unitholders shall be in proportion to their Units of the Unit capital of the Trust as on the cut-off date i.e. Friday, 6th February 2026. Eligible Unitholders would be entitled to vote, and a person who is not a Unitholder as of the cut-off date should treat this Postal Ballot Notice for information purposes only.
9. The remote e-voting will start at 9:00 a.m. (IST) on 12th February 2026 and will end at 5:00 p.m. (IST) on 5th March 2026. The remote e-voting will not be allowed beyond the above date and time, and the remote e-voting module shall forthwith be disabled by KFinTech upon expiry of the aforesaid period.

10. The Unitholders cannot exercise their vote by proxy on the Postal Ballot. Once the vote on the resolution(s) is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently.
11. The documents referred to in this Postal Ballot Notice and Explanatory Statement are uploaded on the website of Trust at www.indusinvit.com.
12. In case of any query and/or grievance, in respect of remote e-Voting, Unitholders may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of KFin Technologies Limited (<https://evoting.kfintech.com>) or contact Tollfree No: 1800-309-4001, E-mail: evoting@kfintech.com, for any further clarifications.
13. Wherever required or possible, the Unitholders are requested to address all correspondence, including distribution matters, to the RTA, M/s. KFin Technologies Limited (Unit: Indus Infra Trust), Selenium Building, Tower-B, Plot No. 31-32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032, India or email at evoting@kfintech.com.
14. Unitholders are requested to send their queries, if any, to the Investment Manager to enable the Investment Manager to provide the required information.
15. Resolution(s) passed by the requisite majority by the Unitholders through Postal Ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Unitholders. The Resolution(s), if approved, shall be deemed to have been passed on the last date of the e-voting, i.e. Thursday, 5th March 2026.
16. Voting by any person who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue.
17. The Scrutinizer will submit her report to the Compliance Officer of the Investment Manager after the completion of scrutiny, and the Compliance Officer will announce the result of the Voting by Postal Ballot within 48 working hours from the end of e-voting. The results and the Scrutinizer's report will be submitted to the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. The results will also be placed on the website of the Trust at <https://www.indusinvit.com/investor-information.html> and the remote e-voting agency, at <https://evoting.kfintech.com>.

INSTRUCTIONS FOR E-VOTING:

Method 1: Login through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")

Individual Unitholders holding securities in demat form with NSDL	Individual Unitholders holding securities in demat form with CDSL
1. User already registered for IDeAS facility: i. Visit the e-services website of NSDL https://eservices.nsd.com ii. On the e-services home page click on	1. Existing user who have opted for Easi / Easiest i. Visit url: https://web.cdslindia.com/myeasiten/Home/Login

<p>the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</p> <p>iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>v. Click on “Indus Infra Trust” or e-Voting service provider i.e. KFintech and you will be re-directed to e-voting service provider’s website for casting the vote through remote e-Voting</p>	<p>or url: www.cdslindia.com</p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with your registered user id and password.</p> <p>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech’s e-Voting portal.</p> <p>v. Click on “Indus Infra Trust” or e-Voting service provider i.e. KFintech and you will be re-directed to e-voting service provider’s website for casting the vote through remote e-Voting</p>
<p>2. User not registered for IDeAS e-Services</p> <p>If you are not registered for IDeAS e-services, option to register is available at: https://eservices.nSDL.com</p> <p>Kindly select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp and fill out the required fields.</p> <p>Follow the steps in the Para 1 above</p>	<p>2. User not registered for Easi/Easiest</p> <p>Option to register is available at: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>Proceed with completing the required fields</p> <p>Follow the steps in the Para 1 above</p>
<p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>Open URL: https://www.evoting.nSDL.com</p> <p>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>Visit URL: www.cdslindia.com</p> <p>Provide your demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p>

<p>name, i.e. KFintech.</p> <p>On successful selection, you will be redirected to KFintech’s e-Voting page for casting your vote during the remote e-Voting period.</p>	
<p>4. NSDL Mobile App</p> <p>Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>	

Important note: Unitholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL is given below:

Unitholders facing any technical issue - NSDL	Unitholders facing any technical issue - CDSL
<p>Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 2244 301</p> <p>weblink to contact:</p> <p>https://www.evoting.nsdl.com/eVotingWeb/contactus.do</p>	<p>Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at: helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p> <p>weblink to contact:</p> <p>https://www.evotingindia.com/ContactUs.jsp</p>

Method 2: Access to KFintech’s e-Voting system

Unitholders whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), User ID and Password. The Unitholders are requested to follow the following process to vote through e-voting portal of KFintech:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “Indus Infra Trust’- “Postal Ballot” and click on “Submit”

Unitholders who have forgotten the User ID and Password, may obtain / retrieve the same in the manner mentioned below:

- i. If the mobile number of the Unitholder is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399
- ii. Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678
- iii. Example for Physical: MYEPWD<SPACE> XXXX1234567890
- iv. If email ID of the Unitholders is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Unitholder may click ‘Forgot password’ and enter Folio No. or DP ID Client ID and PAN to generate a password.
- v. Unitholders may send an email request to einward.ris@kfintech.com. If the Unitholder is already registered with the KFinTech e-voting platform then such Unitholder can use his / her existing User ID and password for casting the vote through remote e-voting.
- vi. Unitholders may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.
- vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1-800-309-4001 (toll free).

Method 3: login through Demat Account / website of Depository Participant

- i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
- ii. Unitholders can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.

- iii. Once logged-in, Unitholders will be able to view e-voting option.
- iv. Upon clicking on e-voting option, Unitholders will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
- v. Click on options available against Indus Infra Trust or KFintech.
- vi. Unitholders will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.

Voting Instructions to be followed after logging in through any of the above three methods

- i. On the voting page, enter the number of Units (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total Unitholding as mentioned herein above. You may also choose the option ABSTAIN. If the Unitholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the Units held will not be counted under either head.
- ii. Unitholders holding multiple demat accounts shall choose the voting process separately for each demat account.
- iii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- iv. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- v. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Unitholders can login any number of time till they have voted on the Resolution(s).

All grievances connected with the facility for voting by electronic means may be addressed to KFintech by sending an email to evoting@kfintech.com or call 1800 309 4001 (Toll Free). For any query, clarification or assistance required with respect to the Notice, please write to cs@indusinvit.com or contact on: Tel: +0124 6435000.

ANNEXURE – I
VALUATION REPORT OF THE ROFO ASSETS

**Prepared for:
Indus Infra Trust (“the Trust”)**

GR Highways Investment Manager Private Limited (“the Investment Manager”)

Valuation as per SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended

Fair Enterprise Valuation

Valuation Date: 31st December 2025

Report Date: 9th February 2026

Mr. S Sundararaman,
Registered Valuer,
IBBI Registration No - IBBI/RV/06/2018/10238
Email chennaissr@gmail.com
Phone No: +91 97909 28047
GST No: 33AHUPS0102L1Z8

RV/SSR/J/01/R01

Date: 9th February, 2026

Indus Infra Trust

(acting through IDBI Trusteeship Services Limited [in its capacity as “the Trustee” of the Trust])

7th Floor, GR One Tower, Plot 7B,
Sector 18, Gurugram,
Haryana, 122015

GR Highways Investment Manager Private Limited

(acting as the Investment Manager to Indus Infra Trust)

GR One Tower, Plot 7B,
Sector 18, Gurugram,
Haryana, 122015 .

Sub: Fair Enterprise Valuation of InvIT Assets as per SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (“the SEBI InvIT Regulations”)

Dear Sir(s)/ Madam(s),

I, Mr. S. Sundaramaman (“**Registered Valuer**” or “**RV**” or “**I**” or “**My**” or “**Me**”) bearing IBBI registration number IBB/RV/06/2018/10238, have been appointed vide letter dated 7th January 2026 (Ref No. RV/SSR/EL/J/01) as an independent valuer by **GR Highways Investment Manager Private Limited** (“**GHIMPL**” or “**the Investment Manager**”) acting as the Investment Manager for **Indus Infra Trust** (“**the Trust**” or “**Indus InvIT**”), an infrastructure investment trust, registered with the **Securities Exchange Board of India** (“**SEBI**”) and set up under the **SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended** (“**SEBI InvIT Regulations**”). The Investment Manager has appointed me to undertake valuation of the following special purpose vehicles (hereinafter referred as “the SPVs”) proposed to be acquired by the Trust (“Proposed Transaction”):

Sr No.	Name of the SPVs	Abbreviation	Asset Type	PCOD
1	GR Ujjain Badnawar Highway Private Limited	GUBHPL	HAM	3-Jan-2025
2	GR Ena Kim Expressway Private Limited	GEKEPL	HAM	30-Nov-2024
3	GR Bilaspur Urga Highway Private Limited	GBUHPL	HAM	12-Aug-2024

(Hereinafter all the three companies mentioned above are referred to as “the SPVs”)

The Trust is proposing to undertake a fair enterprise valuation of the above SPVs. I am enclosing the Report providing opinion on the fair enterprise value of the SPVs as defined hereinafter on a going concern basis as at 31st December 2025. (“**Valuation Date**”).

Enterprise Value (“**EV**”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash and cash equivalents to meet those liabilities. The attached Report details the valuation methodologies used, calculations performed, and the conclusion reached with respect to this valuation.

I was further requested by the Investment Manager to provide the adjusted enterprise value of the SPVs as at 31st December 2025, where the adjusted enterprise value (“**Adjusted EV**”) is derived as EV as defined above plus cash and cash like items (which includes cash and cash equivalent and current investment) of the SPVs as at 31st December 2025.

I have relied on explanations and information provided by the Investment Manager. Although I have reviewed such data for consistency, those are not independently investigated or otherwise verified. My team and I have no present or planned future interest in the Trust, the SPVs or the Investment Manager except to the extent of this appointment as an independent valuer and the fee for this Valuation Report (“**Report**”) which is not contingent upon the values reported herein. The valuation analysis should not be construed as investment advice, specifically, I do not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Trust.

The analysis must be considered as a whole. Selecting portions of any analysis or the factors that are considered in this Report, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of a valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

The information provided to me by the Investment Manager in relation to the SPVs is included but not limited to historical financial statements, forecasts/projections, other statements and assumptions about future matters like forward-looking financial information prepared by the Investment Manager. The forecasts and projections as supplied to me are based upon assumptions about events and circumstances which are yet to occur.

By nature, valuation is based on estimates and it includes the risks and uncertainties relating to the events occurring in the future. Accordingly, the actual figures in future may differ from these estimates and may have a significant impact on the valuation of the SPVs.

I have not tested individual assumptions or attempted to substantiate the veracity or integrity of such assumptions in relation to the forward-looking financial information, however, I have made sufficient enquiry to satisfy myself that such information has been prepared on a reasonable basis.

Notwithstanding anything above, I cannot provide any assurance that the forward looking financial information will be representative of the results which will actually be achieved during the cash flow forecast period. The valuation provided by RV and the valuation conclusion are included herein.

The valuation provided by me and the valuation conclusion are included herein and the Report complies with the SEBI InvIT Regulations and guidelines, circular or notification issued by SEBI thereunder as amended from time-to-time.

Please note that all comments in the Report must be read in conjunction with the caveats to the Report, which are contained in Section 11 of this Report. This letter, the Report and the summary of valuation included herein can be provided to Trust's advisors to the extent required for the Proposed Transaction only.

I draw your attention to the limitation of liability clauses in Section 11 of this Report.

This letter should be read in conjunction with the attached Report.

Yours faithfully,



S. Sundararaman
Registered Valuer
IBBI Registration No.: IBBI/RV/06/2018/10238
Asset Class: Securities or Financial Assets
Place: Chennai
UDIN: 26028423EEIUMN2074

Definition, abbreviation & glossary of terms

Abbreviations	Meaning
BOT	Build, Operate, Transfer
Capex	Capital Expenditure
CCIL	Clearing Corporation of India Limited
CCM	Comparable Companies Multiples
COD	Commercial Operation Date
CTM	Comparable Transactions Multiples
DCF	Discounted Cash Flow
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
ERP	Equity Risk Premium
EV	Enterprise Value
FCFF	Free Cash Flow to the Firm
FDI	Foreign Direct Investment
FY	Financial Year Ended 31st March
GBUHPL	GR Bilaspur Urga Highway Private Limited
GEKEPL	GR Ena Kim Expressway Private Limited
GR Infra/Settlor	G R Infraprojects Limited
GUBHPL	GR Ujjain Badnawar Highway Private Limited
GQ	Golden Quadrilateral
HAM	Hybrid Annuity Mode
IND AS	Indian Accounting Standards
INR	Indian Rupees
Investment Manager/ GHIMPL	GR Highways Investment Manager Private Limited
IVS	ICAI Valuation Standards 2018
Kms	Kilometers
MMR	Major Maintenance and Repairs
Mn	Million
MoRTH	Ministry of Road Transport and Highways
NAV	Net Asset Value Method
NH	National Highway
NHAI	National Highways Authority of India
NHDP	National Highways Development Project
NS-EW	North- South and East-West Corridors
O&M	Operation & Maintenance
PPP	Public Private Partnership
RFID	Radio Frequency Identification
RV	Registered Valuer
SEBI	Securities and Exchange Board of India
SEBI InvIT Regulations	SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended
SH	State Highway
Sponsor/ AIPL	Aadharshila Infratech Private Limited
SPVs	Special Purpose Vehicle
Trustee	IDBI Trusteeship Services Limited

Trust	Indus Infra Trust
WACC	Weighted Average Cost of capital

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1. Executive Summary

1.1. The Trust

- (i) Indus Infra Trust (“**Indus InvIT**” or “**the Trust**”) erstwhile Bharat Highways InvIT, was established on 16th June 2022 as an irrevocable trust pursuant to the trust deed under the provisions of the Indian Trusts Act, 1882. The Trust is registered as an Indian infrastructure investment trust with the Securities and Exchange Board of India (“**SEBI**”) with effect from 3rd August 2022, bearing registration number IN/InvIT/22-23/0023, pursuant to the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time (“**the SEBI InvIT Regulations**”). Pursuant to change in name from Bharat Highways InvIT to Indus Infra Trust the Trust was issued a revised registration certificate by **SEBI** with effect from 13th December 2024, bearing registration number IN/InvIT/22-23/0023.
- (ii) Indus Infra InvIT is an Infrastructure Investment trust established to acquire, manage and invest infrastructure assets across sectors and/or securities of companies engaged in the infrastructure sector. The Trust currently owns a portfolio of 10 HAM road assets.
- (iii) IDBI Trusteeship Services Limited (“**the Trustee**”) has been appointed as the Trustee of Indus Infra InvIT.
- (iv) The units of the Trust are listed on the National Stock Exchange of India and Bombay Stock Exchange Limited since 12th March 2024.
- (v) The unit holding of the Trust as on 31st December 2025 is as follows:

Sr No.	Particulars	No. of Units	%
1	Sponsor	6,64,50,000	15.00%
2	Sponsor group	19,29,38,705	43.56%
3	Mutual Funds	9,15,24,287	20.66%
4	Financial Institutions/Banks	23,75,149	0.54%
5	Insurance Companies	1,41,15,739	3.19%
6	Provident/pension funds	19,62,580	0.44%
7	Foreign Portfolio Investors	63,25,184	1.43%
8	Alternative Investment Fund	23,89,170	0.54%
9	Body Corporates and Trusts	2,98,04,869	6.73%
10	Non-institutional investors	3,50,52,922	7.91%
Total Outstanding Units		4,42,938,605	100.00%

Source: Investment Manager

1.2. The Sponsor

- (i) G R Infraprojects Limited (“**the Settlor**” or “**GR Infra**”) has settled the infrastructure investment trust under the SEBI InvIT Regulations called “**Indus Infra InvIT**” (“**Indus InvIT**” or “**the Trust**”) (erstwhile Bharat Highways InvIT) as an irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to the trust deed dated 16th June 2022.
- (ii) Aadharshila Infratech Private Limited (“**the Sponsor**” or “**AIPL**”) is the sponsor of Indus InvIT as per the amended & restated trust deed of Indus InvIT dated 11th November 2024.
- (iii) The Sponsor is a private company, limited by shares and was incorporated on 30th June 2010 under the Companies Act, 1956.
- (iv) Equity shareholding of the Sponsor as at 31st December 2025 is as under:

Sr. No.	Particulars	No. of shares	%
1	Ms. Riya Agarwal	4,300	43.00%
2	Mr. Rahul Agarwal	3,185	31.85%
3	Mr. Mehul Agarwal	2,515	25.15%
Total		10,000	100.00%

Source: Investment Manager

1.3. The Settlor

- (i) G R Infraprojects Limited (“**the Settlor**” or “**GR Infra**”) was incorporated on 22nd December 1995 under the Companies Act, 1956. The equity shares of GR Infra are listed on the National Stock Exchange of India Limited and BSE Limited since 19th July 2021.
- (ii) GR Infra is engaged in integrated road engineering, procurement and construction with an experience of over 25 years in design and construction of various road / highway projects across 16 states in India.

1.4. The Investment Manager

- (i) GR Highways Investment Manager Private Limited (“**GHIMPL**” or “**the Investment Manager**”) has been appointed as the Investment Manager to the Trust by the Trustee and will be responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.
- (ii) Shareholding Pattern of the Investment Manager as 31st December 2025 is as follows:

Sr. No.	Particulars	No. of shares	%
1	Lokesh Builders Private Limited	19,999,990	100.00%
2	Purshottam Agarwal*	10	Negligible
Total		20,000,000	100.00%

*Lokesh Builders Private Limited is the beneficial owner of these shares

Source: Investment Manager

1.5. Scope and Purpose of Valuation

The financial asset under consideration to be valued at Enterprise Value and Adjusted Enterprise Value is the following:

Sr. No.	Name of the SPVs	Abbreviation	Asset Type
1	GR Ujjain Badnawar Highway Private Limited	GUBHPL	HAM
2	GR Ena Kim Expressway Private Limited	GEKEPL	HAM
3	GR Bilaspur Urga Highway Private Limited	GBUHPL	HAM

(Hereinafter referred to as “**the SPVs**”)

1.6. Purpose of Valuation

- (i) As per Regulation 22(4)(b) of the SEBI InvIT Regulation, in case of any transaction, other than any borrowing, value of which is equal to or greater than twenty-five per cent of the InvIT assets, to determine if the said limits are met, and to provide the unitholders the valuation report to facilitate the decision making. As per regulation 21(8) of the SEBI InvIT Regulations: “For any transaction of purchase or sale of infrastructure projects, whether directly or through holdco and/or SPVs, for publicly offered InvITs - a full valuation of the specific project shall be undertaken by the valuer”. In this regard, the Investment Manager is proposing to undertake a fair enterprise valuation of the SPVs as on 31st December 2025 as per the SEBI InvIT Regulations.
- (ii) In this regard, the Investment Manager has appointed me, S. Sundararaman (“Registered Valuer” or “RV” or “I” or “My” or “Me”) bearing IBBI registration number IBBI/RV/06/2018/10238 to undertake fair valuation of the SPVs at the enterprise level as per the extant provisions of the SEBI InvIT Regulations issued by SEBI. Enterprise Value (“EV”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.
- (iii) Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value of the SPVs which is derived as the EV as defined above plus cash or cash equivalents of the SPVs as at the Valuation Date.
- (iv) I declare that:
- I am competent to undertake the financial valuation in terms of the SEBI InvIT Regulations;
 - I am not an associate of the sponsor(s) or investment manager or trustee and I have not less than five years of experience in valuation of infrastructure assets;
 - I am independent and have prepared the Valuation Report (“the Report”) on a fair and unbiased basis;
 - I have valued the SPVs based on the valuation standards as specified / applicable as per SEBI InvIT Regulations.

This Report covers all the disclosures required as per the SEBI InvIT Regulations and the Valuation of the SPVs is impartial, true and fair and in compliance with the SEBI InvIT Regulations.

(Please refer appendix 5 for further information about myself)

1.7. Scope of Valuation

(i) Nature of the Asset to be Valued

The RV has been mandated by the Investment Manager to arrive at the Enterprise Value ("EV") of the SPVs. Enterprise Value is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash and cash equivalents to meet those liabilities. Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value ("Adjusted EV") of the SPVs which is derived as the EV as defined above plus Cash and Cash Equivalents of the SPVs as at the valuation date.

(ii) Valuation Base

Valuation Base means the indication of the type of value being used in an engagement. In the present case, I have determined the fair value of the SPVs at the enterprise level. Fair Value Bases defined as under:

(iii) Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date. It is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Fair value or Market value is usually synonymous to each other except in certain circumstances where characteristics of an asset translate into a special asset value for the party(ies) involved.

(iv) Valuation Date

Valuation Date is the specific date at which the value of the assets to be valued gets estimated or measured. Valuation is time specific and can change with the passage of time due to changes in the condition of the asset to be valued. Accordingly, valuation of an asset as at a particular date can be different from other date(s).

The management seeks to determine the fair enterprise valuation of the SPVs as on 31st December 2025 ("**Valuation Date**"). The attached Report is accordingly drawn up by reference to accounting and financial information as on 31st December 2025. The RV is not aware of any other events having occurred since 31st December 2025 till date of this Report which he deems to be significant for his valuation analysis.

(v) Premise of Value

Premise of Value refers to the conditions and circumstances how an asset is deployed. In the present case, RV has determined the fair enterprise value of the SPVs on a Going Concern Value defined as under:

(vi) Going Concern Value

Going Concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, necessary licenses, systems, and procedures in place etc.

(vii) Post Transaction Consideration of Balance sheet

The annuity in respect of GUBHPL, is due on 3 January 2026 and contractually payable by NHA1 on or before 18 January 2026. Based on representations provided by the Investment Manager in relation to the transaction structure and proposed termsheet to be issued to Seller, valuation of GUBHPL will be considering utilization of 2nd annuity payment by the SPV and any surplus will be on account of Seller. Accordingly, for the purposes of this transaction, the cash flows and balance sheet have been considered on a post-receipt basis. On the basis of such representations, the relevant balance sheet items have therefore been considered as at 18 January 2026, being the date by which such annuity is expected to be available.

1.8. Summary of Valuation

I have assessed the fair enterprise value of the SPVs on a standalone basis by using the Discounted Cash Flow (“DCF”) method under the income approach. Following table summarizes my explanation on the usage or non usage of different valuation methods:

Valuation Approach	Valuation Methodology	Used	Explanation
Cost Approach	Net Asset Value	No	NAV does not capture the future earning potential of the business. Hence, NAV method is considered only for background reference.
Income Approach	Discounted Cash Flow	Yes	The revenue of the SPVs is mainly derived from the annuity fees and O&M payments that is predetermined with NHAI and cannot be modified to reflect prevailing circumstances, other than annual adjustments to account for inflation and interest rate changes as applicable, as specified in the concession agreement. Accordingly, since the SPVs is generating income based on pre-determined agreements / mechanism and since the Investment Manager has provided me the financial projections for the balance tenor of the concession agreement, DCF Method under the income approach has been considered as the appropriate method for the present valuation exercise.
Market Approach	Market Price	No	The equity shares of the SPVs are not listed on any recognized stock exchange in India. Hence, I was unable to apply the market price method.
	Comparable Companies	No	In the absence of any exactly comparable listed companies with characteristics and parameters similar to that of the SPVs, I am unable to consider this method for the current valuation.
	Comparable Transactions	No	In the absence of adequate details about the Comparable Transactions, I was unable to apply the CTM method.

Under the DCF Method, the Free Cash Flow to Firm (“FCFF”) has been used for the purpose of valuation of the SPVs. In order to arrive at the fair EV of the SPVs under the DCF Method, I have relied on Provisional Financial Statements as at 31st December 2025 prepared in accordance with the Indian Accounting Standards (Ind AS) and the financial projections of the SPVs prepared by the Investment Manager as at the Valuation Date based on their best judgement.

The discount rate considered for the SPVs for the purpose of this valuation exercise is based on the Weighted Average Cost of Capital (“WACC”) for the SPVs. As the SPVs under consideration have executed project under the HAM, the operating rights of the underlying assets shall be transferred back to the appointing authority after the expiry of the concession period. At the end of the agreed concession period, the operating rights in relation to the roads, the obligation to maintain the road reverts to NHAI by the SPVs. Accordingly, terminal period value i.e. value on account of cash flows to be generated after the expiry of concession period has not been considered.

Based on the methodology and assumptions discussed further, RV has arrived at the fair enterprise value of the SPVs as on the Valuation Date:

INR MN						
Sr. No.	SPVs	Approximate Projection Period (Balance Concession Period)	WACC	Fair EV*	Fair Adjusted EV**	Equity Value
1	GUBHPL	~14 Years 0 Months	7.33%	4,884	4,934	217
2	GEKEPL	~13 Years 11 Months	7.33%	13,455	13,570	2,648
3	GBUHPL	~13 Years 7 Months	7.33%	9,430	9,468	1,374
Total				27,768	27,972	4,239

* Enterprise Value (“EV”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.

*** Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value of the SPVs which is derived as the EV as defined above plus cash or cash equivalents of the SPVs as at the Valuation Date.*

(Refer Appendix 1 & 2 for the detailed workings)

The fair EV of the SPVs is estimated using DCF method. The valuation requires Investment Manager to make certain assumptions about the model inputs including forecast cash flows, discount rate, and credit risk.

Further to above, considering that present valuation exercise is based on the future financial performance and based on opinions on the future credit risk, cost of debt assumptions, etc., which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and variations may be material. Accordingly, a quantitative sensitivity analysis is considered on the following unobservable inputs:

1. WACC by increasing / decreasing it by 0.5%
2. WACC by increasing / decreasing it by 1.0%
3. Expenses by increasing / decreasing it by 10%
4. Expenses by increasing / decreasing it by 20%

Sensitivity Analysis of Enterprise Value

1. Fair Enterprise Valuation Range based on

a. WACC parameter (0.5%)

							INR MN	
Sr. No.	SPVs	WACC +0.50%	EV	Base WACC	EV	WACC -0.50%	EV	
1	GUBHPL	7.83%	4,757	7.33%	4,884	6.83%	5,017	
2	GEKEPL	7.83%	13,073	7.33%	13,455	6.83%	13,854	
3	GBUHPL	7.83%	9,181	7.33%	9,430	6.83%	9,689	
Total			27,011		27,768		28,560	

b. WACC parameter (1.0%)

							INR MN	
Sr. No.	SPVs	WACC +1.00%	EV	Base WACC	EV	WACC -1.00%	EV	
1	GUBHPL	8.33%	4,636	7.33%	4,884	6.33%	5,155	
2	GEKEPL	8.33%	12,708	7.33%	13,455	6.33%	14,272	
3	GBUHPL	8.33%	8,944	7.33%	9,430	6.33%	9,960	
Total			26,287		27,768		29,387	

c. Expenses parameter (10%)

					INR MN		
Sr. No.	SPVs	EV at Expenses +10%	EV at Base Expenses	EV at Expenses -10%			
1	GUBHPL	4,818	4,884	4,950			
2	GEKEPL	13,368	13,455	13,541			
3	GBUHPL	9,335	9,430	9,524			
Total		27,521	27,768	28,015			

d. Expenses parameter (20%)

INR MN				
Sr. No.	SPVs	EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	GUBHPL	4,737	4,884	5,017
2	GEKEPL	13,281	13,455	13,628
3	GBUHPL	9,241	9,430	9,618
Total		27,259	27,768	28,263

Sensitivity Analysis of Adjusted Enterprise Value

2. Fair Adjusted Enterprise Valuation Range based on

a. WACC parameter (0.5%)

INR MN							
Sr. No.	SPVs	WACC +0.50%	Adjusted EV	Base WACC	Adjusted EV	WACC -0.50%	Adjusted EV
1	GUBHPL	7.83%	4,807	7.33%	4,934	6.83%	5,066
2	GEKEPL	7.83%	13,188	7.33%	13,570	6.83%	13,970
3	GBUHPL	7.83%	9,220	7.33%	9,468	6.83%	9,728
Total			27,215		27,972		28,764

b. WACC parameter (1.0%)

INR MN							
Sr. No.	SPVs	WACC +1.00%	Adjusted EV	Base WACC	Adjusted EV	WACC -1.00%	Adjusted EV
1	GUBHPL	8.33%	4,685	7.33%	4,934	6.33%	5,205
2	GEKEPL	8.33%	12,823	7.33%	13,570	6.33%	14,388
3	GBUHPL	8.33%	8,982	7.33%	9,468	6.33%	9,999
Total			26,491		27,972		29,592

c. Expenses parameter (10%)

INR MN				
Sr. No.	SPVs	EV at Expenses +10%	EV at Base Expenses	EV at Expenses -10%
1	GUBHPL	4,868	4,934	5,000
2	GEKEPL	13,484	13,570	13,657
3	GBUHPL	9,374	9,468	9,563
Total		27,725	27,972	28,220

d. Expenses parameter (20%)

INR MN				
Sr. No.	SPVs	EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	GUBHPL	4,786	4,934	5,066
2	GEKEPL	13,397	13,570	13,743
3	GBUHPL	9,280	9,468	9,657
Total		27,463	27,972	28,467

Sensitivity Analysis of Equity Value

3. Fair Equity Valuation Range based on

a. WACC parameter (0.5%)

Sr. No.	SPVs	WACC +0.50%	Equity Value	Base WACC	Equity Value	INR MN	
						WACC -0.50%	Equity Value
1	GUBHPL	7.83%	90	7.33%	217	6.83%	350
2	GEKEPL	7.83%	2,266	7.33%	2,648	6.83%	3,047
3	GBUHPL	7.83%	1,125	7.33%	1,374	6.83%	1,633
Total			3,482		4,239		5,030

b. WACC parameter (1.0%)

Sr. No.	SPVs	WACC +1.00%	Equity Value	Base WACC	Equity Value	INR MN	
						WACC -1.00%	Equity Value
1	GUBHPL	8.33%	(31)	7.33%	217	6.33%	488
2	GEKEPL	8.33%	1,901	7.33%	2,648	6.33%	3,466
3	GBUHPL	8.33%	888	7.33%	1,374	6.33%	1904
Total			2,757		4,239		5,858

c. Expenses parameter (10%)

Sr. No.	SPVs	INR MN		
		EV at Expenses +10%	EV at Base Expenses	EV at Expenses -10%
1	GUBHPL	151	217	284
2	GEKEPL	2,561	2,648	2,734
3	GBUHPL	1,279	1,374	1,468
Total		3,991	4,239	4,486

d. Expenses parameter (20%)

Sr. No.	SPVs	INR MN		
		EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	GUBHPL	70	217	350
2	GEKEPL	2,474	2,648	2,821
3	GBUHPL	1,185	1,374	1,562
Total		3,729	4,239	4,733

1.9 Following are the Enterprise Values of all the SPVs during the previous Valuations:

INR Mn									
Sr. No.	SPVs	Jun-22	Mar-23	Sep-23	Mar-24	Sep-24	Jan-25	Mar-25	Sep-25
1	GPEL	6,776	6,205	5,670	5,126	4,789		4,423	3,995
2	PDEPL	9,455	9,467	8,877	8,347	7,965		7,691	7,108
3	GDHPL	11,619	11,197	10,455	9,947	9,455		8,880	8,109
4	GASHPL	4,784	5,085	5,063	4,330	4,653		3,992	4,143
5	VSEPL	15,794	15,946	14,941	14,005	12,839		12,062	11,118
6	GSSHPL	5,910	6,089	5,796	5,557	5,327		5,083	4,770
7	GDDHPL	6,585	6,941	6,471	6,005	5,839		5,406	5,289
8	GAKHPL				11,950*	10,671		10,221	9,746
9	GGBHPL						6,433*	6,941	6,359
10	GBAHPL								6,351*
Total		60,923	60,930	57,273	53,317	61,538	6,433	64,699	66,988

*EV of GAKPHL is as on 27th May 2024, EV of GGAHPL is as on 31st January 2025 and EV of GBAHPL is as on 30th November 2025

The acquisition Date for all the SPVs except GAKHPL and GGBHPL is 1st March 2024, for GAKHPL it is 17th September 2024, for GGBHPL it is 28th March 2025 and for GBAHPL it is 30th December 2025.

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2. Procedures adopted for current valuation exercise

2.1. I have performed the valuation analysis, to the extent applicable, in accordance with ICAI Valuation Standards 2018 (“**IVS**”) issued by the Institute of Chartered Accountants of India.

2.2. In connection with this analysis, I have adopted the following procedures to carry out the valuation analysis:

- (i) Requested and received financial and qualitative information relating to the SPVs;
- (ii) Obtained and analyzed data available in public domain, as considered relevant by me;
- (iii) Discussions with the Investment Manager on:
 - Understanding of the business of the SPVs – business and fundamental factors that affect its earning-generating capacity including strengths, weaknesses, opportunities and threats analysis and historical and expected financial performance;
- (iv) Undertook industry analysis:
 - Research publicly available market data including economic factors and industry trends that may impact the valuation;
 - Analysis of key trends and valuation multiples of comparable companies/comparable transactions, if any, using proprietary databases subscribed by me;
- (v) Analysis of other publicly available information;
- (vi) Selection of valuation approach and valuation methodology/(ies), in accordance with IVS, as considered appropriate and relevant by me;
- (vii) Conducted physical site visit of the road stretch of the SPVs;
- (viii) Determination of fair EV and Fair Adjusted EV of the SPVs on a going concern basis at the Valuation Date.

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3. Overview of InvIT and SPVs

3.1. The Trust

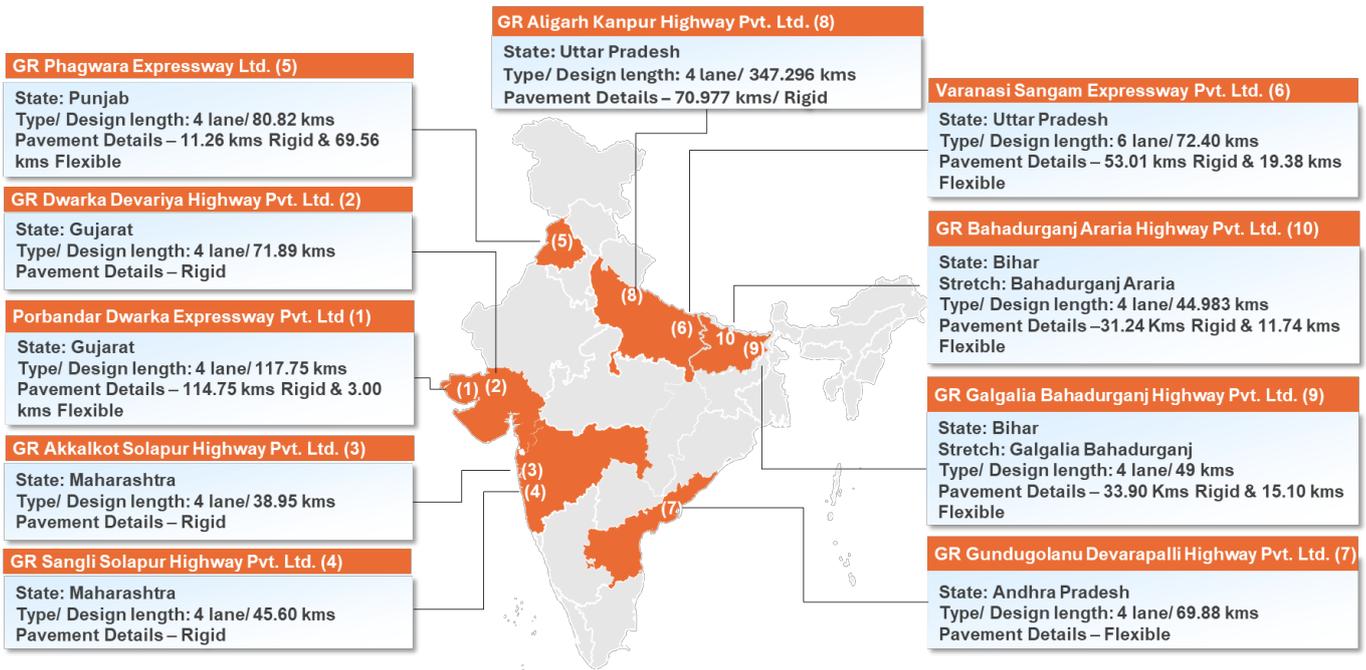
- (i) Indus Infra Trust (“**Indus InvIT**” or “**the Trust**”) erstwhile Bharat Highways InvIT, was established on 16th June 2022 as an irrevocable trust pursuant to the trust deed under the provisions of the Indian Trusts Act, 1882. The Trust is registered as an Indian infrastructure investment trust with the Securities and Exchange Board of India (“**SEBI**”) with effect from 3rd August 2022, bearing registration number IN/InvIT/22-23/0023, pursuant to the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time (“**the SEBI InvIT Regulations**”). Pursuant to change in name from Bharat Highways InvIT to Indus Infra Trust the Trust was issued a revised registration certificate by **SEBI** with effect from 13th December 2024, bearing registration number IN/InvIT/22-23/0023.
- (ii) IDBI Trusteeship Services Limited has been appointed as the Trustee of Indus Infra InvIT. GR Highways Investment Manager Private Limited has been appointed as the Investment Manager to the Trust by the Trustee and will be responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.
- (iii) The units of the Trust are listed on the National Stock Exchange of India Limited and BSE Limited since 12th March 2024.
- (iv) Following is the summary of the SPVs, held under the Trust including the date and cost of acquisition:

INR Mn					
Sr. No.	SPVs	Name	Equity Stake Acquired	Acquisition Cost of Trust's Equity Stake	Outstanding Debt from the Trust to the SPVs
1	GPEL	GR Phagwara Expressway Limited	100%	1,232*	4,476
2	PDEPL	Porbandar Dwarka Expressway Private Limited	100%	2,437*	5,694
3	GDHPL	GR Gundugolanu Devarapalli Highway Private Limited	100%	2,075*	7,385
4	GASHPL	GR Akkalkot Solapur Highway Private Limited	100%	1,260*	3,163
5	VSEPL	Varanasi Sangam Expressway Private Limited	100%	4,044*	9,079
6	GSSHPL	GR Sangli Solapur Highway Private Limited	100%	1,507*	3,847
7	GDDHPL	GR Dwarka Devariya Highway Private Limited	100%	1,199*	4,692
8	GAKHPL	GR Aligarh Kanpur Highway Private Limited	100%	986	8,937
9	GGBHPL	GR Galgalia Bahadurganj Highway Private Limited	100%	464	5,247
10	GBAHPL	GR Bahadurganj Araria Highway Private Limited	100%	501	5,481

* Purchase price considered basis the number of units allotted to G R Infraprojects during the IPO of InvIT for 100% equity stake

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(v) A map depicting the respective location of the existing projects of the Trust is provided below:



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3.2. Background of the SPVs

1. GR Ujjain Badnawar Highway Private Limited (“GUBHPL”)

- GR Ujjain Badnawar Highway Private Limited (“the company”) having its registered office at GR House, Hiran Magri, Udaipur, Rajasthan, 313002 was incorporated in Udaipur, Rajasthan, India on April 19, 2022 as a Private limited company under Companies Act, 2013 as a subsidiary of G R Infraprojects Limited.
- The Company is formed as a special purpose vehicle (SPV) to design, build, operate and transfer basis. (“DBOT Annuity” or “Hybrid Annuity ”)
- The existing use of the SPV involves the operation and maintenance of Hybrid Annuity Model (HAM), 4-Lane Ujjain-Badnawar Section of NH-752D from km 26.9 to km 96.00 (Length-69.1 km) in the State of Madhya Pradesh on Hybrid Annuity Mode.
- The map below illustrates the location of the Project and the corridor it covers



Source: Investment Manager

- Summary of Project details of GUBHPL are as follows:

Parameters	Details
Total Length	69.1 kms
Nos. of Lanes	4
NH / SH	NH-752D
State Covered	Madhya Pradesh
Area (Start and End)	Ujjain to Badnawar
Bid Project Cost	INR 9,070 Mn
Bid Project Cost (Post Descoping)	INR 9,041 Mn
PPP Model	HAM
Project Type	HAM
PCOD Date	January 03, 2025
COD Date	February 01, 2025
Construction Period (CP)	730 days
Total Number of Annuities Receivable	30
Balance Completion Cost	INR 5,805 Mn
Operational Period	15 years from PCOD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	Units	Value
1	Total Length of Main Carriageway with Rigid Pavement	Km	-
2	Total Length of Main Carriageway with Flexible Pavement	Km	69.1 kms
3	Total length of Service Roads	Km	23.79 kms
4	Toll Plaza	Nos	1
5	Bus Bays with Shelters	Nos	24
6	Truck Lay Bays	Nos	05
7	No of Rest Areas	Nos	04
8	Major Junction	Nos	07
9	Minor Junctions	Nos	45
10	No of Vehicular underpasses	Nos	13
11	No of Light Vehicular underpasses	Nos	12
12	No of Flyovers	Nos	02
13	Pedestrian/Cattle Underpass	Nos	-
14	Railway Over Bridge	Nos	02
15	Major Bridges	Nos	04
16	Minor Bridges	Nos	07
17	Box/Slab Culverts	Nos	140
18	Pipe Culverts	Nos	69

Source: Investment Manager

- The shareholding of GUBHPL as on 31st December 2025 is as follows:

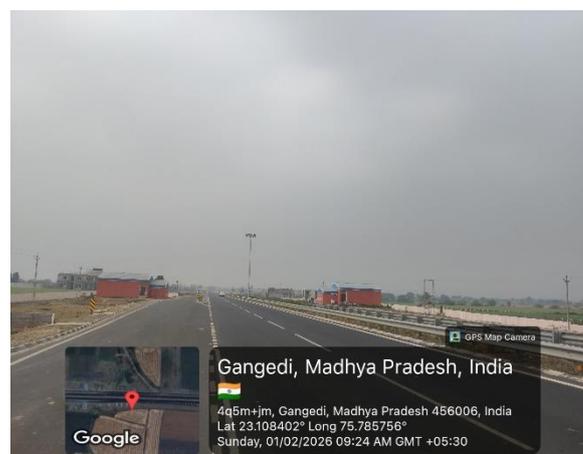
Sr. No.	Particulars	No. of Shares	%
1	G R Infraprojects Limited	89,99,990	100%
2	Mr. Vinod Kumar Agarwal	10	Negligible
	Total	90,00,000	100%

*Nominee of G R Infraprojects Limited

Source: Investment Manager

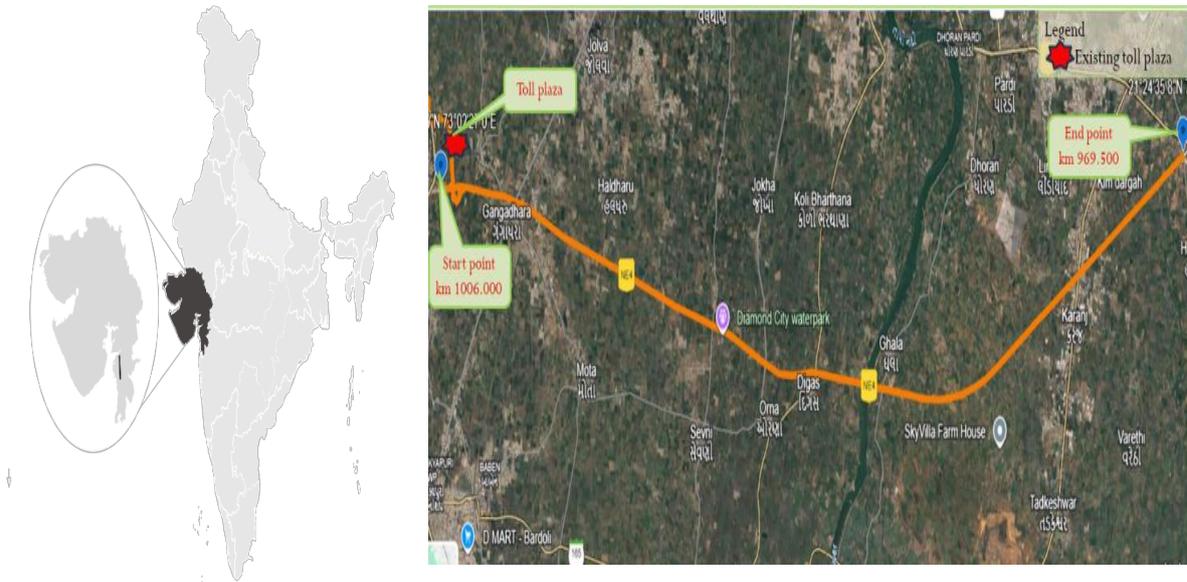
I have been represented by the Investment Manager that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

- My team had conducted physical site visit for GUBHPL on 1st February, 2026. Following are the pictures of the plant site:



2. GR Ena Kim Expressway Private Limited (“GEKEPL”)

- GR Ena Kim Expressway Private Limited (“the company”) having its registered office at GR House, Hiran Magri, Udaipur, Rajasthan, 313002 was incorporated in Udaipur, Rajasthan, India on August 20, 2020 as a Private limited company under Companies Act, 2013 as a subsidiary of G R Infraprojects Limited.
- The Company is formed as a special purpose vehicle (SPV) to design, build, operate and transfer basis. (“DBOT Annuity” or “Hybrid Annuity ”)
- The existing use of the SPV involves the operation and maintenance of eight lane access-controlled expressway from Km 217.500 to Km 254.430 of Vadodara Mumbai Expressway (Ena to Kim Section) on hybrid annuity mode in the State of Gujarat under Bharatmala Pariyojana (Phase I-Package VI)
- The map below illustrates the location of the Project and the corridor it covers



Source: Investment Manager

- Summary of Project details of GEKEPL are as follows:

Parameters	Details
Total Length	36.930
Nos. of Lanes	8
NH / SH	NE-4
State Covered	Gujarat
Area (Start and End)	Ena to Kim
Bid Project Cost	INR 21,870 Mn
Bid Project Cost (Post Descoping)	INR 21,780 Mn
PPP Model	HAM
Project Type	HAM
PCOD Date	November 30, 2024
COD Date	Under Progress
Construction Period (CP)	730 days
Total Number of Annuities Receivable	30
Balance Completion Cost	INR 15,929 Mn
Operational Period	15 years from PCOD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	Units	Value
1	Total Length of Main Carriageway with Rigid Pavement	Km	36.930
2	Total Length of Main Carriageway with Flexible Pavement	Km	-
3	Total length of Service Roads	Km	3.975
4	Toll Plaza	Nos	1
5	Interchange	Nos	2
6	No of Vehicular overpass	Nos	1
7	No of Vehicular underpasses	Nos	10
8	No of Light Vehicular underpasses	Nos	15
9	No of Small Vehicular underpasses	Nos	18
10	No of Flyovers	Nos	3
11	Pedestrian/Cattle Underpass	Nos	-
12	Railway Over Bridge	Nos	1
13	Major Bridges	Nos	4
14	Minor Bridges	Nos	16
15	Box/Slab Culverts	Nos	124
16	Pipe Culverts	Nos	50

Source: Investment Manager

- The shareholding of GEKEPL as on 31st December 2025 is as follows:

Sr. No.	Particulars	No. of Shares	%
1	G R Infraprojects Limited	89,99,990	100%
2	Mr. Vinod Kumar Agarwal	10	Negligible
	Total	90,00,000	100%

*Nominee of G R Infraprojects Limited

Source: Investment Manager

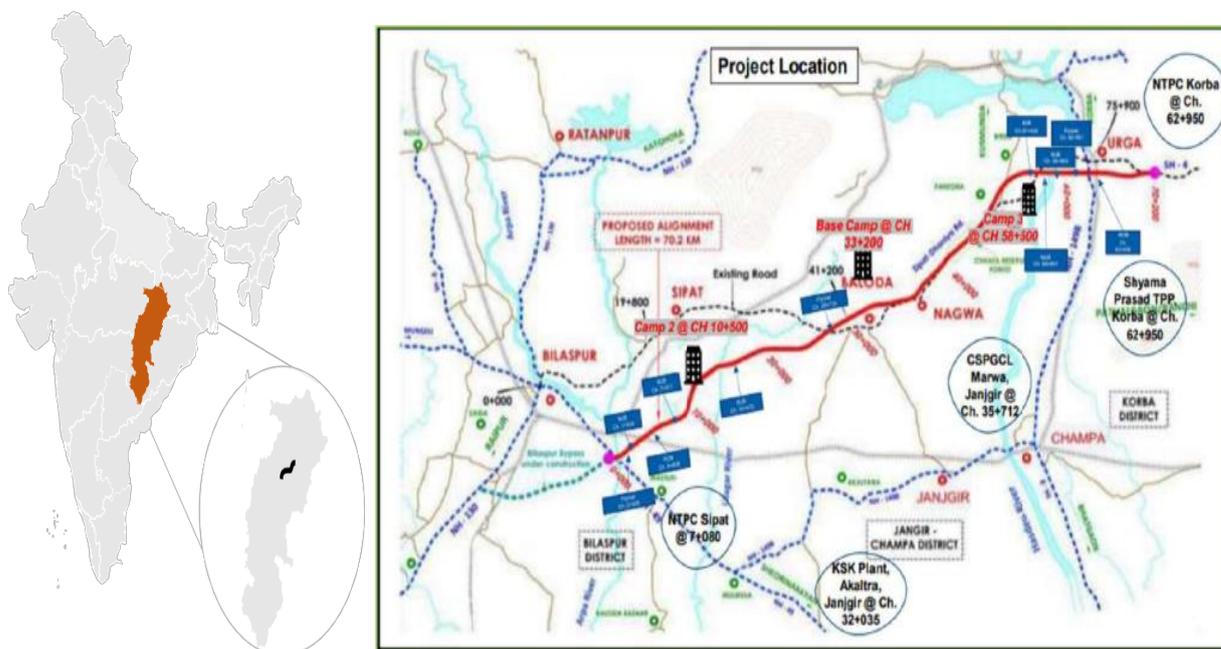
I have been represented by the Investment Manager that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

- My team had conducted physical site visit for GEKEPL on 2nd February 2026. Following are the pictures of the plant site:



3. GR Bilaspur Urga Highway Private Limited (“GBUHPL”)

- GR Bilaspur Urga Highway Private Limited (“the company”) having its registered office at GR House, Hiran Magri, Udaipur, Rajasthan, 313002 was incorporated in Udaipur, Rajasthan, India on February 09, 2021 as a Private limited company under Companies Act, 2013 as a subsidiary of G R Infraprojects Limited.
- The Company is formed as a special purpose vehicle (SPV) to design, build, operate and transfer basis. (“DBOT Annuity” or “Hybrid Annuity ”)
- The existing use of the SPV involves the operation and maintenance of four lane Bilaspur – Urga section of NH-130A from design Ch. 0+000 to Ch. 70+200, (from NH-49 near Dheka village to Bhaisma village) under Bharatmala Pariyojana (Lot-3/Chhattisgarh/Package-1, Raipur – Dhanbad economic corridor) in the State of Chhattisgarh on Hybrid Annuity Mode
- The map below illustrates the location of the Project and the corridor it covers



Source: Investment Manager

- Summary of Project details of GBUHPL are as follows:

Parameters	Details
Total Length	70.200 Km
Nos. of Lanes	4
NH / SH	NH-130A
State Covered	Chhattisgarh
Area (Start and End)	Dheka village - Bhaisma village
Bid Project Cost	INR 15,270.0 Mn
Bid Project Cost (Post Descoping)	INR 14,958.2 Mn
PPP Model	HAM
Project Type	HAM
PCOD Date	12 th August 2024
COD Date	Under Progress
Construction Period (CP)	730 days from Appointed Date
Total Number of Annuities Receivable	30
Balance Completion Cost	INR 10,990 Mn
Operational Period	15 years from PCOD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	Units	Value
1	Total Length of Main Carriageway with Rigid Pavement	Km	51.452
2	Total Length of Main Carriageway with Flexible Pavement	Km	18.748
3	Total length of Service Roads	Km	8.130
4	Toll Plaza	Nos	1
5	Bus Bays with Shelters	Nos	14
6	Truck Lay Bays	Nos	4
7	No of Rest Areas	Nos	-
8	Major Junction	Nos	4
9	Minor Junctions	Nos	29
10	No of Vehicular underpasses	Nos	12
11	No of Light Vehicular underpasses	Nos	2
12	No of Small Vehicular Underpass	Nos	16
13	No of Flyovers	Nos	3
14	Pedestrian/Cattle Underpass	Nos	-
15	Railway Over Bridge	Nos	2
16	Major Bridges	Nos	6
17	Minor Bridges	Nos	14
18	Box/Slab Culverts	Nos	134
19	Pipe Culverts	Nos	-

Source: Investment Manager

- The shareholding of GBUHPL as on 31st December 2025 is as follows:

Sr. No.	Particulars	No. of Shares	%
1	G R Infraprojects Limited	4,09,99,990	100%
2	Mr. Vinod Kumar Agarwal	10	Negligible
Total		4,10,00,000	100%

*Nominee of G R Infraprojects Limited

Source: Investment Manager

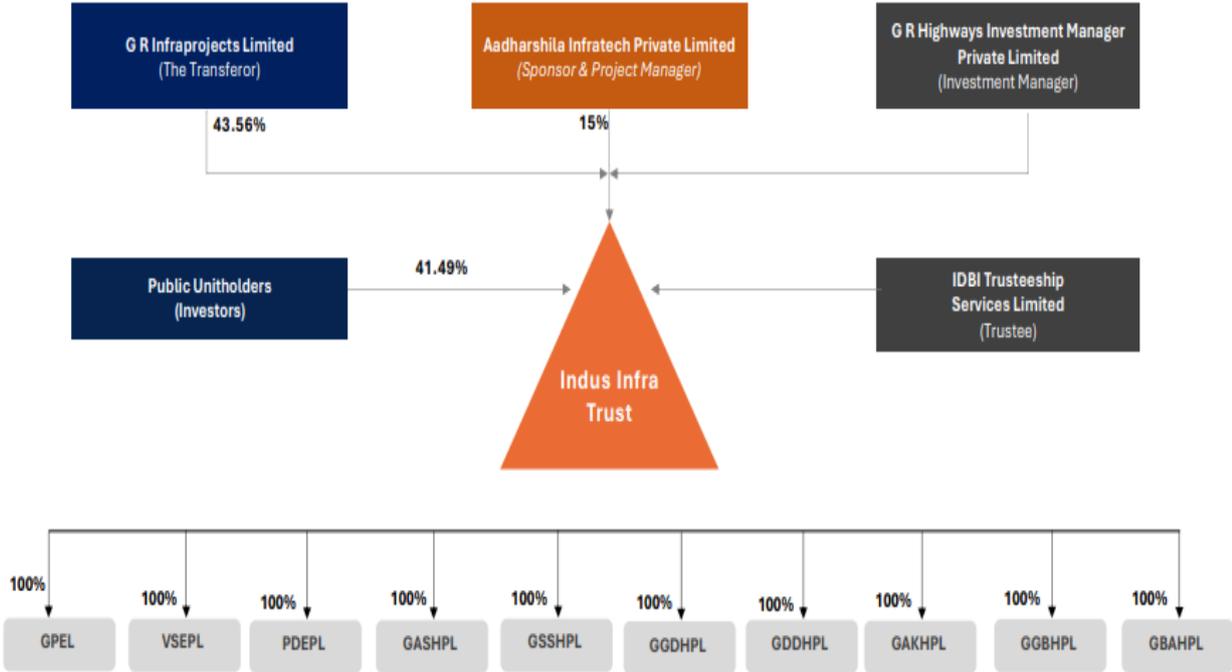
I have been represented by the Investment Manager that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

- My team had conducted physical site visit for GBUHPL on 2nd February 2026. Following are the pictures of the plant site:



4. Structure of the Trust

4.1. Following is the Structure of the Trust as on the report date:



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4.2. Proposed Transaction

The Trust is contemplating to acquire 100% equity stake / economic interest in the SPVs from the existing shareholders along with unsecured loan extended by the Transferor (G R Infraprojects Limited) (“**Proposed Transaction**”):

							INR Mn
Sr No	Name of the SPVs	Asset Type	Seller	Equity Stake to be acquired	Unsecured Loan (As on 31 st December, 2025)	Whether a Related Party of Trust	
1	GUBHPL	HAM	GR Infra	100%	1,414	Yes	
2	GEKEPL	HAM	GR Infra	100%	2,451	Yes	
3	GBUHPL	HAM	GR Infra	100%	2,153	Yes	

1. Equity Interest:

I understand the Trust is proposing to acquire 100% Equity Stake in the above mentioned SPVs.

2. Unsecured Loan Interest:

I understand the Trust is proposed to acquire the SPVs along with the above-mentioned Unsecured loan interest outstanding as at the Valuation Date.

3. Related Party Transaction:

I understand the Seller and the Trust are related parties as per the definition of related parties as per regulation 2(1)(zv) of SEBI InvIT regulation and hence, the above Proposed Transaction is considered as a related party transaction.

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5. Overview of the Industry

5.1. Introduction of Indian Infrastructure Industry

As India strives towards becoming a developed economy, the transport sector plays a crucial role. In the 2025- 26 Budget, the capital expenditure allocation is set at Rs 11.21 lakh crore.

During the Financial Year 2024–25, the National Highway Authority of India (NHAI) constructed 5,614 km of National Highways, exceeding its target of 5,150 km. Capital expenditure for highway development reached a record ₹2,50,000 crore, surpassing the target of ₹2,40,000 crore. This included both government budgetary support and NHAI's own funds. Compared to previous years, this marked a 21% increase from ₹2,07,000 crore in FY 2023–24 and a 45% rise from ₹1,73,000 crore in FY 2022–23

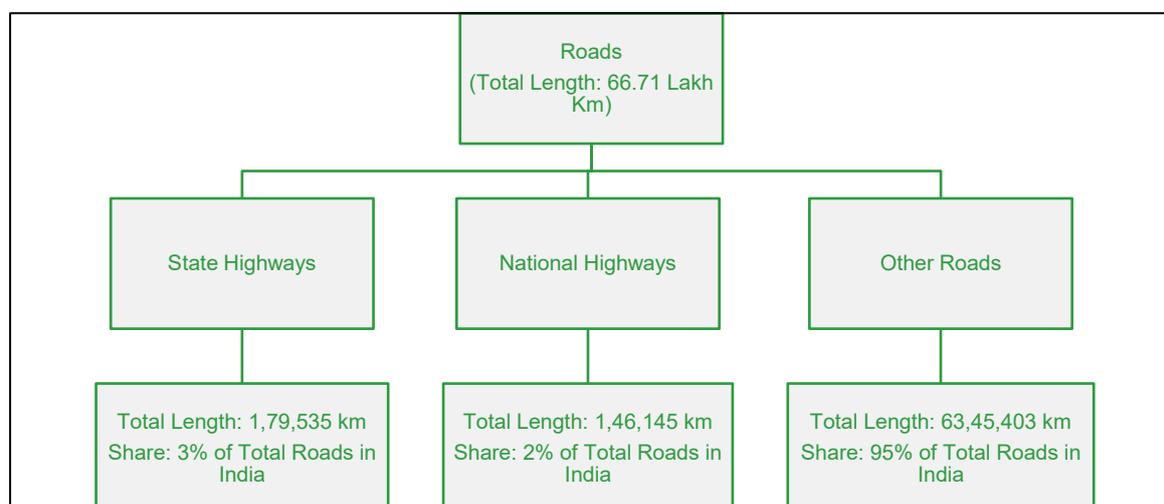
Rs 1.5 lakh crore have been outlaid for 50-year interest free loans to states for capital expenditure and incentives for reforms.

The second asset monetization plan for 2025-30 is to be launched for generating capital of Rs 10 lakh crore for new projects.

5.2. Road Network in India

5.2.1. As of December 2024, India is the second-largest road network in the world, with National Highways extending over 146,195 km and serving as the country's primary arterial routes. To further strengthen and expand this network, the Government has launched several major initiatives, including the Bharatmala Pariyojana (along with NHDP), the Special Accelerated Road Development Programme for the Northeastern Region (SARDP-NE), the Left Wing Extremism (LWE) road development projects such as the Vijayawada-Ranchi Road, and Externally Aided Projects (EAP).

Over 64.5% of all goods in the country are transported through roads, while 90% of the total passenger traffic uses road network to commute.



Source: MoRTH, Government of India

5.2.2. NHs constitute around 2 per cent of the total road network in the country but carry about 40% of the road traffic. The density of India's highway network at 1.89 km of roads per square kilometer of land – is similar to that of the France (1.98) and much greater than China's (0.49) or USA's (0.68).

5.2.3. National Highway (NH) network increased by ~60% from 91,287 km in 2014 to 1,46,145 km in year 2024.

Following table provides the construction of Km per day for NH:

Year	Construction (per year)	Project Awarded (in km)	Construction (in km/day)
2015-16	6061	6397	16.6
2016-17	8231	4335	22.6
2017-18	9829	7400	26.9
2018-19	10855	6000	29.7
2019-20	10237	8948	28.1
2020-21	13327	10467	36.5
2021-22	10457	12731	28.6
2022-23	10331	7497	28.3
2023-24	12,349	8,581	33.83
2024-25	10,421	3,100*	28.6

*The annual report of the Ministry of Road Transport & Highways, Government of India, includes award details only up to December 2024.



Source: MoRTH, Government of India

5.3. Government Agencies for Road Development

- 5.3.1. The Ministry of Road Transport & Highway (“**MoRTH**”) is responsible for development of Road Transport and Highways in general and construction & maintenance of National Highways.
- 5.3.2. The National Highways Authority of India (“**NHAI**”) is an autonomous agency of the Government of India, set up in 1988 and is responsible for implementation of National Highways Development Project (“**NHDP**”).
- 5.3.3. In 2025, the Indian government, through the Ministry of Road Transport and Highways (MoRTH), is focusing on constructing 10,000 km of national highways, including 5,800 km of high-speed corridors, and developing 700+ wayside amenities (WSAs) along national highways and expressways. A significant allocation of Rs 1,16,292 crore has been made towards roads and bridges in the 2025-26 financial year.
- 5.3.4. The NHDP in the context of NHs is nearing completion- in seven phases. Later, the other highway development programmes like Special Accelerated Road Development Programme for Development of Road Network in Northeastern States (SARDP- NE) and National Highways Interconnectivity Improvement Project (NHIIP) were also taken up by MoRTH. Further, Bharatmala Pariyojana is ongoing. For majority of the projects under NHDP and Bharatmala Pariyojana, NHAI is the implementation agency. Other NH related programmes/works are being implemented through agencies like National Highways Infrastructure Development Corporation Limited (NHIDCL), State Public Works Departments (PWDs), State Road Development Corporations and the Border Road Organization.
- 5.3.5. The National Highways Authority of India (NHAI) has made a big step towards improving the highway user experience, with the introduction of 'Rajmargyatra,' a citizen-centric unified mobile application. This user-friendly

app provides travellers with in-depth knowledge of Indian National Highways as well as an effective procedure for filing complaints.

- 5.3.6. National Highways Authority of India (NHAI) has also recently introduced a 'Knowledge Sharing' platform for sharing of knowledge and innovative best practices. This effort, which is hosted on the NHAI website, will assist the authority in working with specialists and citizens who want to exchange knowledge and views about subjects including road design, construction, road safety, environmental sustainability, and related sectors. The platform will promote the exchange of best practices from all around the world and work to strengthen the nation's national highway system.
- 5.3.7. MoRTH has defined a Vision 2047 for the National Highways sector which serves as the guiding principle for the Master Plan of National Highways and allied infrastructure. Vision 2047 for the National Highways aims to provide equity, efficiency and strategic connectivity to meet 5 key objectives which are to access to high-speed corridor within 100-150 km to all citizens, India to rank amongst top 10 countries in G20 for high-speed corridor density, equitable access to National Highways in under-developed regions, improve passenger convenience with world class Passenger Amenities, reduction in logistics cost as a share of GDP
- 5.3.8. The Government of India has been consistently revising the Model Concession Agreement for BOT projects to plug delays by imposing a deadline on the NHAI and incentivizing timely work by concessionaires. According to revised norms, the NHAI will have to hand over 90% of the project land (vacant and ready to build) to private developers, thus creating a more market-friendly sector and attracting more private players.
- 5.3.9. Roads in the jurisdiction of state governments are under different categories like State Highways ("SHs") and Major District Roads. They are being developed/ upgraded through State PWDs and State Road Development Corporations. Pradhan Mantri Gram Sadak Yojana is being implemented for rural roads through the Ministry of Rural Affairs with active participation by state governments. Further, roads within urban areas are maintained/ developed mostly with PWDs and Urban Local Bodies.
- 5.3.10. State Governments have a significant role to play in developing the SHs, Major District Roads, Other District Roads to ensure the last mile connectivity. States have varying levels of maturity in terms of road infrastructure development due to issues such as inadequate identification and prioritization of projects, funding shortfall, limited institutional capacity to implement projects, etc.

5.4. Trend of Road and Highways Construction

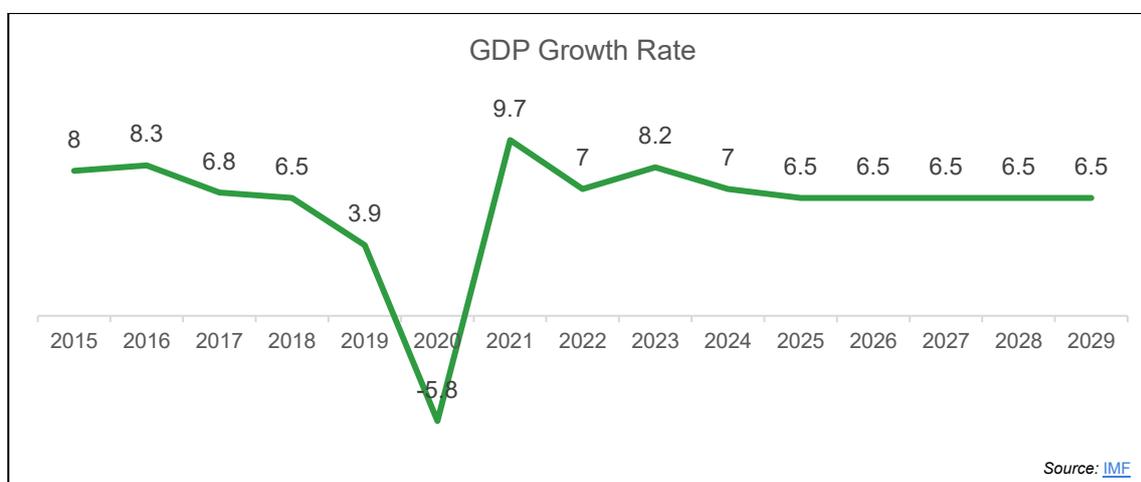
- 5.4.1. The current rate of road construction is almost three times that in 2007-08.
- 5.4.2. The length of India's National Highway network has surged by 60 per cent in the last 10 years from 91,287 km in 2014 to 146,195 km in 2024, making it the second largest road network in the world, according to the year-end review of the Ministry of Road Transport and Highways.
- 5.4.3. Under Phase-I of Bharatmala Pariyojana, the Ministry has approved the implementation of 34,800 km of national highways in 5 years with an outlay of Rs. 5,35,000 crore (US\$ 76.55 billion). Under this scheme, 22 greenfield projects (8,000 km length) are being constructed; this is worth Rs. 3.26 lakh crore (US\$ 43.94 billion).
- 5.4.4. The government aims to take this up to 100 km per day in the next few years.
- 5.4.5. National Highway network grown by 60%; rising from 91,287 km in 2014 to 146,195 km by December 2024.
- 5.4.6. National High-Speed Corridors increase from 93 km in 2014 to 2,474 km by December 2024
- 5.4.7. Cabinet Committee on Economic Affairs chaired by Hon'ble Prime Minister approves development of 8 important National High Speed Corridor projects with a Length of 936 km at a cost of Rs. 50,655 Crore across the country
- 5.4.8. Under Asset Monetisation following TOT (Toll Operate and Transfer) model, NHAI monetises four TOT bundles realising Rs. 15,968 Crore during FY 2023-24 totalling Rs. 42,334 Crore by 2024
- 5.4.9. MoRTH plans network of 35 Multimodal Logistics Parks to be developed as part of Bharatmala Pariyojana.
- 5.4.10. Out of 108 (3700 km) port connectivity road projects, 8 (294 km) are completed, 28 (1808 km) are awarded and DPR under-progress for 72 (1595 km) projects
- 5.4.11. With the Government permitting 100% Foreign Direct Investment (FDI) in the road sector, several foreign companies have formed partnerships with Indian players to capitalise on the sector's growth. Cumulative FDI inflows in construction development stood at US\$ 33.91 billion between April 2000 - March 2024.

- 5.4.12. The GST on construction equipment has been reduced to 18% from 28%, which is expected to give a boost to infrastructure development in the country.
- 5.4.13. The NHDP is a program to upgrade, rehabilitate and widen major highways in India to a higher standard. The project was started in 1998 to be implemented in 7 phases.
- 5.4.14. Hon'ble Prime Minister inaugurates 2,320m long cable-stayed Sudarshan Setu Bridge (Okha-Beyt Dwarka Signature bridge), built at a cost of around Rs. 980 Crore connecting Okha mainland and Beyt Dwarka island; iconic bridge will also serve as a major tourist attraction of Devbhumi Dwarka.
- 5.4.15. All India Tourist Permit Module developed by NIC allows tourist vehicle operators to transport tourists and their luggage across India, simplifying interstate travel, enhancing mobility and supporting the tourism sector by eliminating need for multiple permits.
- 5.4.16. Government is formulating scheme to provide cashless treatment to victims of road accidents caused by use of motor vehicles in 2024.
- 5.4.17. Vehicle Scrapping (as on 16th December 2024), 80 Registered Vehicle Scrapping Facilities are operational across 19 States/UTs, 66 additional centres are under construction.
- 5.4.18. High priority accorded to identification and rectification of blackspots (accidents prone spots) on National Highways in 2024, making concerted efforts towards improvement of road safety through engineering measures.
- 5.4.19. So far, 18 projects with a length of 424 km have been awarded and 189 km has been constructed under Port and Coastal Connectivity Roads Category. Various projects envisaged under Bharatmala Scheme are providing linkage/ connectivity to different major/ minor ports in various coastal States including the State of Gujarat, Maharashtra, Karnataka, Kerala, Tamil Nadu, Andhra Pradesh, Odisha and West Bengal.
- 5.4.20. The Indian government launched Gati Shakti-National Master Plan, which has consolidated a list of 81 high impact projects, out of which road infrastructure projects were the top priority. The major highway projects include the Delhi-Mumbai expressway (1,350 kilometres), Amritsar-Jamnagar expressway (1,257 kilometres) and Saharanpur-Dehradun expressway (210 kilometres).
- 5.4.21. The main aim of this program is a faster approval process by digitizing the process through a dedicated Gati shakti portal.
- 5.4.22. The development of market for roads and highways is projected to exhibit a CAGR of 36.16% during 2016-2025, on account of growing government initiatives to improve transportation infrastructure in the country.

5.5. Economic and Financial Outlook

5.5.1. GDP Growth

India's real GDP growth in FY26 is expected to be between 6.3 and 6.8%. The industrial sector is estimated to grow by 6.2 per cent in FY25. Strong growth rates in construction activities and electricity, gas, water supply and other utility services are expected to support industrial expansion.

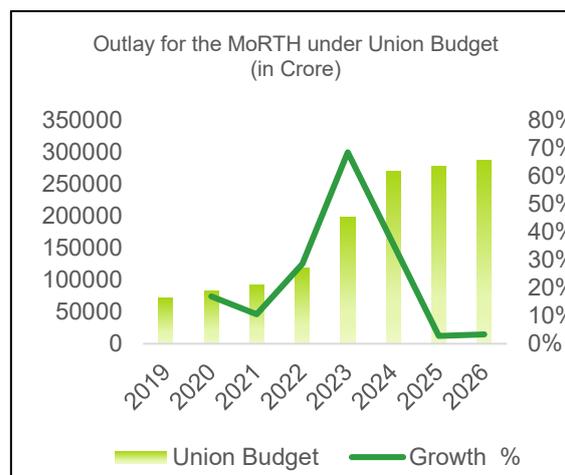


5.5.2. Government Spending

The Ministry of Road and Transport have been allocated Rs2.87 lakh crore under Budget 2025-26 which accounts to 5.7% of the total expenditure. This is an increase of 2.4% compared to the revised estimate for FY25.

Nearly 60% of the total allocation is set aside for the National Highways Authority of India (NHAI) at Rs1.7 lakh crore.

National Highways Authority of India (NHAI) spent a record-breaking Rs. 2,07,000 crore (US\$ 24.79 billion) on the construction of national highways in the fiscal year 2023-24. This was the highest capital expenditure ever recorded, representing a 20% increase from last year.



5.5.3. Financing & Capital Structure Government Spending

Public Financing - Funding from government sources includes budgetary allocations, which are financed from taxes, cesses, or dedicated road funds. Publicly funded projects are usually given to contractors under various contract models such as the Engineering Procurement Construction (EPC).

Private Financing - Under private financing, the private developer builds a road, and in return has the right to collect toll for a specified period of time. The developer is responsible for the maintenance of roads during this period.

5.6. Implementation of important projects and expressways:

5.6.1. Bharatmala Pariyojna

Bharatmala Pariyojana is a new umbrella program for the highways sector that focuses on optimizing efficiency of freight and passenger movement across the country by bridging critical infrastructure gaps through effective interventions like development of Economic Corridors, Inter Corridors and Feeder Routes, National Corridor Efficiency Improvement, Border and International connectivity roads, Coastal and Port connectivity roads and Green-field expressway.

The Bharatmala Pariyojana envisages development of about 26,000 km length of Economic Corridors, which along with Golden Quadrilateral (GQ) and North-South and East-West (NS-EW) Corridors are expected to carry majority of the Freight Traffic on roads.

In Bharatmala Pariyojana, 60% projects are on Hybrid Annuity Mode (HAM), 10% projects on BOT (Toll) Mode and 30% projects on EPC mode have been envisaged respectively.

Components under Bharatmala Pariyojana Phase-I are as given below:

Component	Length (Km)	Cost (INR Mn)
Economic corridors development	9,000	12,00,000
Inter-corridor & feeder roads	6,000	8,00,000
National Corridors Efficiency	5,000	10,00,000
Border & International connectivity	2,000	2,50,000
Coastal & port connectivity roads	2,000	2,00,000
Expressways	800	4,00,000
Sub Total	24,800	38,50,000
Other works - under NHDP	10,000	15,00,000
Total	34,800	53,50,000

Source: Ministry of Road Transport and Highways, Government of India

5.6.2. Char Dham Vikas Mahamarg Pariyojna:

This project envisages development of easy access to the four dhams in India – Gangotri, Yamunotri, Kedarnath and Badrinath. Development of this route of 889 km route is expected at an estimated cost of INR 12,000 Crores.

5.6.3. Eastern peripheral and western peripheral expressway

These two projects will connect NH-1 and NH-2 from western and eastern side of Delhi.

5.6.4. NH-544G Bengaluru–Vijayawada Economic Corridor

Mr. Nitin Gadkari has recently approved the development of 32 km long 6-lane Access Controlled Greenfield Highway on NH-544G Bengaluru–Vijayawada Economic Corridor in Hybrid Annuity Mode in Andhra Pradesh worth US\$ 157 million (Rs. 1,292.65 crores).

5.6.5. Setu Bharatam:

This project aims to replace crossings on NHs with Road Over Bridges and Road under Bridges. It is projected to construct 174 such structures.

5.6.6. To further augment road infrastructure, more economic corridors are also being planned by Government of India.

- a. Prime Minister Mr. Narendra Modi has dedicated a six-lane Greenfield motorway part of the Amritsar-Jamnagar Economic Corridor and the first phase of the Inter-State Transmission Line for Green Energy Corridor.
- b. 1,100 km of National Highway works in the State of Kerala at an investment of INR 65,000 Crores including 600 km section of Mumbai Kanyakumari corridor in Kerala.
- c. 675 km of highway works in the state of West Bengal at a cost of INR 25,000 Crores including upgradation of existing road-Kolkata –Siliguri.
- d. In the Union Budget of 2025-26, the Government of India allocated Rs. ~2.87 lakh crore (US\$ 33.07 Billion) to the Ministry of Road Transport and Highways.
- e. In the Union Budget 2025-26, the government proposed to increase allocation for capital expenditure to Rs. 11.21 lakh crore (US\$ 129.0 billion), up 10.1% from revised budget estimate of Rs. 10.18 lakh crore (US\$ 117.2 billion) in FY25
- f. In FY25 (up to December), the Ministry of Road Transport and National Highways awarded a total length of 3,100 kms.
- g. Government as on March 2025 awarded 501 Wayside Amenities (WSAs) along National Highways/Expressways. Out of these, 94 Wayside Amenities have been made operational. The development of more than 700 WSAs is likely to be completed by the Financial Year 2028-2029.

5.7. Opportunities in road development & maintenance in India

- a. India has joined the league of 15 of global alliance which will work towards the ethical use of smart city technologies
- b. The Government aims to construct 65,000 kms of national highways at a cost of Rs. 53.5 lakh Mn (US\$ 741.51 billion).
- c. Road building in India is second least expensive in Asia.

5.8. Asset Monetisation

- 5.8.1. **TOT Model** – Under this model, the right of collection of user fee (toll) in respect of selected operational highways constructed through public funding are assigned through a concession agreement as a result of bidding for a specified period of 15-30 years to the Concessionaire against upfront payment of a lump-sum amount quoted to the Government/NHAI. During the concession period, the responsibility for operations and maintenance of the road assets rests with the Concessionaire.

5.8.2. **InVIT Model** – NHAI has set up an InvIT under the SEBI InvIT Regulations, 2014 which is a pooled investment vehicle that issues units to investors, while having three entities for management of the Trust – Trustee, Investment Manager and Project Manager. The three entities have defined roles and responsibilities under the SEBI Regulations.

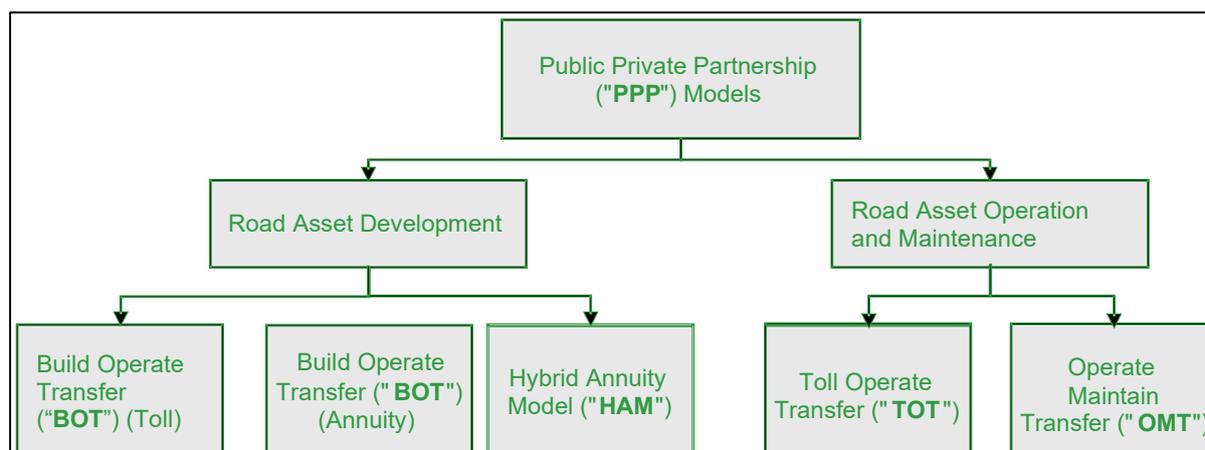
5.8.3. **Securitization through SPVs Model** – A SPV/DME (100% owned by NHAI), has been created by bundling road assets under consideration and securitizing the future user fee from the road assets. NHAI will collect tolls, maintain the road assets and periodically transfer payments to the SPV sufficient for servicing debt obligations at the SPV level. About Rs.3,70,000 Mn has already been raised through this method (DME- Delhi Mumbai Expressway) by NHAI so far.

5.9. Utility Corridors

Working towards development of around 10,000 km of Optic Fibre Cables (OFC) infrastructure across the country by FY2024-25, National Highways Logistics Management Limited (NHLML), a fully owned Company of NHAI, is implementing the network of Digital Highways by developing integrated utility corridors along the National Highways to develop OFC infrastructure. Around 1,367 km on Delhi – Mumbai Expressway and 512 km on Hyderabad - Bangalore Corridor have been identified for the Digital Highway Development.

5.10. Public Private Partnership (“PPP”) Models of road development and maintenance in India

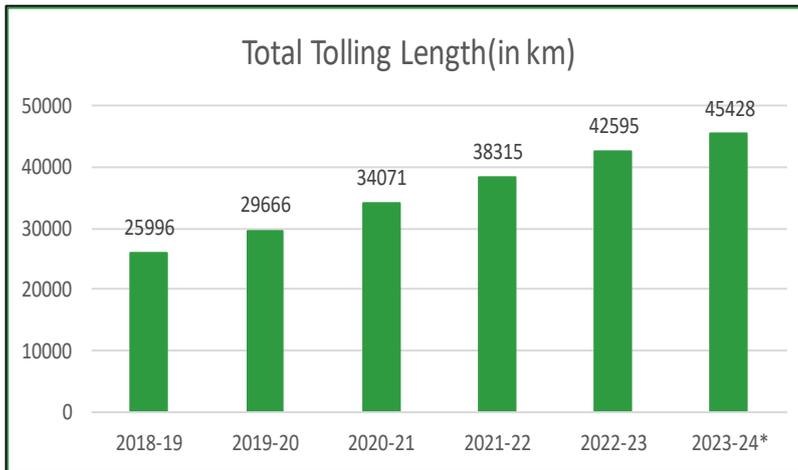
5.10.1. India has a well-developed framework for Public-Private-Partnerships (PPP) in the highway sector. PPP has been a major contributor to the success story of the roads and highway sector in India. With the emergence of private players over the last decade, the road construction market has become fragmented and competitive. Players bidding for projects also vary in terms of size. PPP modes have been used in India for both development and operation & maintenance of road assets.



5.11. Road Asset Development Models

- **BOT Toll**

In a BOT toll project, the concessionaire is responsible for designing, building, financing, operating, maintaining, tolling and transferring the project to the relevant authority at the end of the concession period. The concession period is project specific but is usually for 20-25 years. In BOT Toll model, the concessionaire earns revenue primarily in the form of toll revenue which in turns depends on the traffic on the road stretch. Toll rates are regulated by the government through rules.



- **BOT Annuity**

Similar to a BOT Toll projects, is BOT Annuity project, the concessionaire is responsible for designing, building, financing, operating, maintaining, tolling and transferring the project to the relevant authority at the end of the concession period. However, in these projects, the right to collect toll on road stretch lies with the government. The concessionaire earns revenue in the form of pre-determined semi-annual annuity payments.

- **HAM**

Similar to a BOT projects, in HAM project, the concessionaire is responsible for designing, building, financing, operating, maintaining and transferring the project to the relevant authority at the end of the concession period. However, in these projects, the right to collect toll on road stretch lies with the government. The construction period for HAM projects is project specific and a fixed operation period of 15 years.

5.12. Major Events of 2024

- On 25th January 2024, the Hon'ble Prime Minister dedicated multiple road development projects worth over ₹5,000 crore in Bulandshahr, Uttar Pradesh, including the Aligarh-Bhadwas four-laning (part of NH-34), widening of the Meerut-Karnal border road (NH-709A), and four-laning of the Shamli-Muzaffarnagar section (NH-709AD Package-II).
- Three National Highway projects developed at a cumulative cost of approximately ₹2,110 crore were inaugurated in Sambalpur, Odisha, which include the four-laning of Rimuli-Koida (NH-215/NH-520), Biramitrapur-Brahmani Bypass End (NH-23/NH-143), and Brahmani Bypass End-Rajamunda section (NH-23/NH-143) on 3rd February 2024.
- On 4th February 2024 in Guwahati, Assam, the Hon'ble Prime Minister inaugurated two four-laning projects from Dolabari to Jamuguri and from Biswanath Chariali to Gohpur to improve connectivity to Itanagar and facilitate regional development.
- In Jammu & Kashmir, the Prime Minister laid the foundation stone for key road projects including two packages of the Delhi-Amritsar-Katra Expressway, Phase II of the Srinagar Ring Road, upgrades to the 161 km Srinagar-Baramulla-Uri stretch (NH-01), and the construction of the Kulgam and Pulwama bypasses (NH-444) on 20th February 2024.
- To improve road connectivity in Varanasi, Uttar Pradesh, multiple projects were inaugurated and initiated on 23rd February 2024, including four-laning of NH-233 (Ghaghara Bridge-Varanasi), NH-56 (Sultanpur-Varanasi), NH-35 (Varanasi-Hanumana), and six-laning of NH-19 (Varanasi-Aurangabad), along with the Varanasi-Ranchi-Kolkata Expressway (Package-1).
- On 25th February 2024 in Gujarat, the Hon'ble Prime Minister inaugurated the 2,320-metre Sudarshan Setu Bridge (Okha-Beyt Dwarka), built at a cost of around ₹980 crore, and laid the foundation stone for widening the Dhoraji-Jamkandorna-Kalavad section of NH-927.

- In Tamil Nadu, the Prime Minister dedicated four road projects worth approximately ₹4,586 crore, including four-laning of the Jittandahalli-Dharmapuri section (NH-844), two-laning with paved shoulders of the Meensurutti-Chidambaram section (NH-81), four-laning of the Oddanchatram-Madathukulam section (NH-83), and two-laning with paved shoulders of the Nagapattinam-Thanjavur section (NH-83) on 28th February 2024.
- On 11th March 2024 in Gurugram, Haryana, the Hon'ble Prime Minister inaugurated National Highway projects worth over ₹1 lakh crore, including the 19 km Haryana section of the Dwarka Expressway, UER-II Package 3 in Delhi, Lucknow Ring Road packages in Uttar Pradesh, NH-16 section in Andhra Pradesh, NH-21 in Himachal Pradesh, NH section in Karnataka, and 42 other projects across various states. Foundation stones were also laid for major projects such as 14 packages of the Bengaluru-Kadapa-Vijayawada Expressway in Andhra Pradesh, Belgaum-Hungund-Raichur section in Karnataka, Shamli-Ambala Highway in Haryana, Amritsar-Bathinda corridor in Punjab, along with 39 additional projects across the country.
- In Varanasi, Uttar Pradesh, the Hon'ble Prime Minister inaugurated and laid the foundation stone for road projects worth over ₹19,000 crore, including the Lucknow Ring Road, six-laning of Chakeri to Allahabad section of NH-2, Rampur-Rudrapur spur, Kanpur Ring Road, and Raebareli-Prayagraj section of NH-24B/NH-30 on 10th March 2024.
- On 9th March 2024 in Siliguri, two road projects worth over ₹3,000 crore were inaugurated, including the four-laning of the Ghoshpukur-Dhupguri section of NH-27 and the four-lane Islampur Bypass.
- In Betia, Bihar, two road projects were inaugurated on NH-28A and NH-104, and the foundation stone was laid for a six-lane cable bridge across the Ganga on 6th March 2024.
- In Sangareddy, Telangana, two road projects on NH-161 and NH-167 were inaugurated, and the foundation stone was laid for six-laning of a 29 km stretch of NH-65 on 5th March 2024.
- On 5th March 2024 at Chandikhole, Odisha, three NH projects were inaugurated on NH-49, NH-18, and NH-16, and the foundation stone was laid for eight-laning of the Chandikhole-Paradip section.
- At Aurangabad, Bihar, key NH projects worth over ₹18,100 crore were inaugurated, including sections of NH-227, NH-131G, NH-319, and flyovers, along with foundation stones laid for multiple Greenfield highways and elevated corridors on 2nd March 2024.
- On 2nd March 2024 at Krishnanagar, West Bengal, the four-laning of the 100 km Farakka-Raiganj section of NH-12 was inaugurated at a cost of ₹1,986 crore
- The Hon'ble Union Minister for Roads Transport and Highways inaugurated and laid the foundation stone for 12 National Highways projects in Kasargod, Kerala, spanning 105 km and valued at over Rs. 1464 crore, aimed at enhancing connectivity between Tamil Nadu and Kerala on 5th March 2024
- On 10th January 2024, the Hon'ble Union Minister for Roads Transport and Highways inaugurated 29 National Highways projects worth over Rs. 4,000 crore in Hoshiarpur, Punjab, including the construction of 4-laning sections and bypasses on several key routes,
- The Hon'ble Union Minister for Roads Transport and Highways laid the foundation stones for 15 National Highways projects in Bhopal, Madhya Pradesh, valued at Rs. 8,038 crore, covering 499 km, including several key widening and bypass construction projects on 30th January 2024.
- On 13th February 2024, the Hon'ble Union Minister for Roads Transport and Highways inaugurated and laid foundation stones for 30 National Highways projects in Haridwar, Uttarakhand, worth Rs. 4,755 crore, including the widening of key roads and the construction of elevated flyovers.
- The Hon'ble Minister for Roads Transport and Highways inaugurated 28 National Highways projects in Shri Jagannath Puri, Odisha, with an investment of Rs. 6,600 crore, including 6-laning and 4-laning of key highway sections to enhance connectivity on 15th February 2024.
- On 22nd February 2024, the Hon'ble Minister for Roads Transport and Highways inaugurated and laid the foundation stones for 18 National Highway Projects in Shivamogga, Karnataka, valued at Rs. 6,168 crore, and for another 18 projects in Belagavi, Karnataka, worth Rs. 7,290 crore, aimed at advancing regional connectivity.
- The Hon'ble Minister for Roads Transport and Highways inaugurated 6 National Highway projects worth Rs. 3,946 crore in Ahmedpur and 3 National Highway projects worth Rs. 122.9 crore in Dharashi, Maharashtra on 23rd February 2024.
- On 1st March 2024, the Hon'ble Minister for Roads Transport and Highways inaugurated and laid foundation stones for 8 National Highway projects worth Rs. 4,142 crore in Rai Bareli, Uttar Pradesh, and laid the foundation for 10 projects worth Rs. 10,000 crore in Jaunpur, Uttar Pradesh.
- The Hon'ble Minister for Roads Transport and Highways inaugurated and laid the foundation stone for 15 National Highway projects and one ropeway project valued at Rs. 4,000 crore in Hamirpur, Himachal Pradesh, including a ropeway to reduce the pilgrimage journey to Bijli Mahadev on 5th March 2024.

- On 10th March 2024, the Hon'ble Minister for Roads Transport and Highways inaugurated and laid foundation stones for 22 National Highway projects spanning 268 km, valued at Rs. 4,000 crore in Mysuru, Karnataka.
- The Hon'ble Minister for Roads Transport and Highways laid the foundation stone for the upgradation of 2-lane National Highway projects worth Rs. 2,500 crore in Khunti, Jharkhand on 11th March 2024.
- The Hon'ble Minister for Roads Transport and Highways dedicated to the nation a 6-lane, access-controlled 7 km road project with elevated viaducts from Manohar International Airport to Dhargal on NH-166S in Goa, costing Rs. 1,183 crore, aimed at enhancing tourism and connectivity.

5.13. Growth Drivers

5.13.1. Robust Demand:

In the period of April to March 2025, domestic sales of passenger vehicles reached 43,01,848 units. Sales of commercial vehicles totalled 9,56,671 units during the same period. Three-wheeler sales were recorded at 7,41,420 units, while two-wheeler sales amounted to 1,96,07,332 units. These figures reflect the strong demand across various segments in the automotive industry during this period.

5.13.2. Increasing Investment:

Under the Union Budget 2025-26, the government has allocated Rs. 2,87,333.3 crore (US\$ 33.07 billion) to the Ministry of Road Transport and Highways, reflecting a modest increase of 2.41% compared to the FY25.

5.13.3. Policy Support:

Infrastructure development is a critical driver of economic growth and development, and a reliable source of funding is essential to support the timely and efficient deployment of large-scale infrastructure projects. As such, NaBFID aims to be a key partner in helping India achieve its ambitious infrastructure development objectives – responsibly and sustainably. To achieve its US\$ 5 trillion ambition, it is imperative for infrastructure investment to grow annually at the rate of 8-10% over the next 5 years. NaBFID is playing a pivotal role in helping India meet its arduous infrastructural resolve, by providing the necessary financing, expertise, technology, and analytics to support the development of this sector.

5.14. Challenges & Issues in the Sector

5.14.1. Land Acquisition Delays & Cost:

- Land acquisition cost has increased more than 30% since 2017, primarily due to enhanced compensation payment requirements as per 'The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013'.
- Delay in pre-construction activities (such as land acquisition, relocation) affects project timelines. Land acquisition for road projects involves various stages. Each stage involves a number of stakeholders and regulatory bodies. Thus processes consume considerable time.

5.14.2. Regulatory Approvals & Disputes:

- Road development process requires a number of approvals such as environmental clearance, forest clearance, railways clearance, etc. Each of these activities takes considerable time and non-adherence to timelines result in cost overruns due to delays.
- Claims arising out of disputes between the concessionaire/ contractor and the government authorities are also a significant cost which can lead to large liabilities.

5.14.3. Operational Issues:

- Uncertainty of toll revenue collection and variation of collected toll revenue compared to projected levels as Actual traffic is much less than the anticipated traffic.
- Often unforeseen weather conditions require unplanned O&M, over and above the routine and periodic maintenance activities. This results in enhanced O&M expenses. The increase in O&M costs is also affecting the project returns.

5.14.4. Financing road construction projects:

- In the case of toll motorways, the challenge of financing construction projects is different but still remains. Traditionally, the construction of toll motorways is a profitable investment but in the times of recession, funding may be rare or nonexistent.
- Powerful national economies may be able to efficiently tackle the problem but weaker economies can hardly find the financing sources for road construction projects.

5.14.5. Climate Change:

- The road sector is vulnerable to climate change impacts. Climate change and extreme weather events pose a significant challenge to the safety, reliability, effectiveness and sustainability of road transportation systems. Tsunami waves, wildfires, floods and hurricanes constitute a big risk for passengers, vehicles and goods, as well as for the integrity of the transport infrastructure.
- Since reliable road transport is an essential driver of economic growth and social wellbeing worldwide, national road authorities and motorway operators must adapt the infrastructure to climate change and increase the resilience of road transport to extreme weather

5.14.6 Economy and cost effectiveness:

- Among all transport modes, road transport occupies a significant place in short- and medium distance travel operations. However, the unit cost of transportation (per ton × km), compared with other modes of transport, remains high and is getting higher and cost ineffective as the travel distance increases.
- Road transport cost comprises direct costs (fuel, capital depreciation, maintenance, motorway tolls, ferry fares and wages) and external costs (noise, congestion, infrastructure damages, health and environmental issues).

a. Recent Initiatives by Government

i. Bhoomi Rashi – Land Acquisition Portal

The ministry has corroborated with the National Informatics Centre, to create Bhoomirashi, a web portal which digitises the cumbersome land acquisition process, and also helps in processing notifications relating to land acquisition online. Processing time, which was earlier two to three months has come down to one to two weeks now.

ii. Central Road and Infrastructure Fund (CRIF)

A majority of the Ministry's expenditure is managed through transfers from the CRIF. A portion of the cess collected on motor spirit and high-speed diesel is earmarked for the development of NHs and SHs, and the amount is transferred to the non-lapsable CRIF. This amount is eventually released to the NHAI, and to the state/UT governments for the development of road infrastructure, and other projects (such as ports, railway track, airports) in the country. For 2024-25, the transfer from CRIF towards the Ministry is estimated at Rs 3,46,400 Mn.

iii. National Investment Fund (NIF)

The NIF was created in 2005, and is credited with proceeds from disinvestments of public sector enterprises. The Ministry finances the Special Accelerated Road Development Programme in North East (SARDP-NE) with funds from the NIF.

iv. Investment in roads and other infrastructure

- CareEdge Ratings estimates that India will require additional infrastructure investment of US\$ 18-20 trillion in the next 25 years to become a US\$ 25-30 trillion economy by 2047.
- The Cabinet Committee on Economic Affairs, has given the approval for the development of eight key National High-Speed Corridor projects, spanning a total length of 936 km, with an investment of Rs. 50,655 crore (US\$ 6.09 billion) nationwide.

v. FASTag – Electronic Toll Collection

National Electronic Toll Collection (NETC) system, has been implemented on pan India basis in order to remove bottlenecks and ensure seamless movement of traffic and collection of user fee as per the notified rates, using passive Radio Frequency Identification (RFID) technology.

vi. Revival of languishing projects

Projects which were languishing for a number of years have been attempted to be revived, with the help of a number of policy measures taken by the government. Some of the policy measures like Premium deferment in stressed projects, extension of concession period for languishing projects to the extent of delay not attributable to concessionaires, One Time Capital Support for physical completion of languishing projects that have achieved at least 50 per cent physical progress, through one time fund infusion by NHAI, subject to adequate due diligence on a case-to-case basis.

vii. Rural development

The Pradhan Mantri Gram Sadak Yojana (PMGSY) has constructed 69,666.09 km of road length across India from 2022 to February 2025 under various ongoing initiatives. The government has also approved PMGSY-IV to connect 25,000 unconnected habitations, with a proposed 62,500 km of road length to be constructed at a cost of ₹70,125 crore from 2024-25 to 2028-29

viii. Improve safety standards

The Government of India has announced rules to improve road safety, such as fixed driving hours for commercial truck drivers and a mandate to install sleep detection sensors in commercial vehicles. A memorandum of understanding (MoU) has been signed with the National Highways Authority of India (NHAI) by Guru Nanak Dev University (GNDU) to conduct advanced research on various aspects, including highway architecture, protection and revitalisation. The GNDU will undertake studies on ~137 km length of the National Highways passing through Pathankot, Gurdaspur and Amritsar districts.

ix. Portfolios in roads & highways sector

The National Investment and Infrastructure Fund (NIIF) is constantly making progress towards integrating its road and highway portfolio. The NIIF has acquired Essel Devanahalli Tollway and Essel Dichpally Tollway through the NIIF master fund. These road infra-projects will be supported by Athaang Infrastructure, NIIF's proprietary road network, assisted by a team of established professionals with diverse domain expertise in the transport field.

x. International Tie-ups

The Ministry of Road Transport and Highways signed a MoU with the Federal Ministry of Climate Action, Environment, Energy, Mobility, Innovation and Technology of the Republic of Austria on technology cooperation in the road infrastructure sector.

xi. Encourage private funding to reduce finance constraints

- The OPEC Fund for International Development (the OPEC Fund) is providing a US\$100 million loan to the government of India for the financing of the Chennai Peripheral Ring Road Project – Sections II & III in partnership with the Asian Infrastructure Investment Bank (AIIB) and the State of Tamil Nadu. The loan will support the construction of more than 50 km of new roads, helping to ease congestion and commercial traffic to ports, while reducing pollution and travel times. Chennai port handles the second largest volume of containers in India.
- To date, the OPEC Fund has provided over US\$350 million of public sector financing in India for around 20 projects. The loans have supported energy, health, agriculture, education, transport and water & sanitation projects and promoted sustainable economic growth.

The World Bank, JICA, and ADB have provided loan assistance for various road projects in India. For example, the World Bank has signed an agreement for the construction of Green National Highway Corridors Project (GNHCP) with loan assistance of \$500 million.

b. Outlook

- i. Development and maintenance of road infrastructure is a key Government priority, the sector has received strong budgetary support over the years. During the past years, the standardized processes for Public Private Partnership & public funded projects and a clear policy framework relating to bidding and tolling have also been developed.
- ii. The major initiatives undertaken by the Government such as National Infrastructure Pipeline (NIP) and the PM Gati Shakti National Master Plan will raise productivity, and accelerate economic growth and sustainable development.
- iii. The highway sector in India has been at the forefront of performance and innovation. The government is committed towards expanding the National Highway network to 2 lakh kilometers by 2025 emphasizing the construction of the World Class Road infrastructure in time bound & target-oriented way. India has a well-developed framework for Public-Private-Partnerships (PPP) in the highway sector.
- iv. The Asian Development Bank ranked India at the first spot in PPP operational maturity and also designated India as a developed market for PPPs. The Hybrid Annuity Model (HAM) has balanced risk appropriated between private and public partners and boosted PPP activity in the sector.
- v. The Government of India has allocated ₹11.21 lakh crore under the National Infrastructure Pipeline 2025-26. This allocation is part of the Union Budget 2025-26 and represents a 3.1% increase in GDP.

Sources: IBEF Roads Report, February 2025; ICRA reports, website of Ministry of Road Transport and Highways, Government of India, Press Information Bureau.

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6. Valuation Methodology and Approach

- 6.1. The present valuation exercise is being undertaken in order to derive the fair EV and fair adjusted EV of the SPVs.
- 6.2. The valuation exercise involves selecting a method suitable for the purpose of valuation, by exercise of judgment by the valuers, based on the facts and circumstances as applicable to the business of the company to be valued.
- 6.3. There are three generally accepted approaches to valuation:
- a) "Cost" approach
 - b) "Market" approach
 - c) "Income" approach

6.4. Cost Approach

The cost approach values the underlying assets of the business to determine the business value. This valuation method carries more weight with respect to holding companies than operating companies. Also, cost value approaches are more relevant to the extent that a significant portion of the assets are of a nature that could be liquidated readily if so desired.

Net Asset Value ("NAV") Method

The NAV Method under Cost Approach considers the assets and liabilities, including intangible assets and contingent liabilities. The Net Assets, after reducing the dues to the preference shareholders, if any, represent the value of a company.

The NAV Method is appropriate in a case where the main strength of the business is its asset backing rather than its capacity or potential to earn profits. This valuation approach is also used in cases where the firm is to be liquidated, i.e. it does not meet the "Going Concern" criteria.

As an indicator of the total value of the entity, the NAV method has the disadvantage of only considering the status of the business at one point in time.

Additionally, NAV does not properly take into account the earning capacity of the business or any intangible assets that have no historical cost. In many aspects, NAV represents the minimum benchmark value of an operating business.

6.5. Market Approach

Under the Market approach, the valuation is based on the market value of the company in case of listed companies, and comparable companies' trading or transaction multiples for unlisted companies. The Market approach generally reflects the investors' perception about the true worth of the company.

Comparable Companies Multiples ("CCM") Method

The value is determined on the basis of multiples derived from valuations of comparable companies, as manifest in the stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Comparable Transactions Multiples ("CTM") Method

Under the CTM Method, the value is determined on the basis of multiples derived from valuations of similar transactions in the industry. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. Few of such multiples are EV/Earnings before Interest, Taxes, Depreciation & Amortization ("EBITDA") multiple and EV/Revenue multiple.

Market Price Method

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

6.6. Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

DCF Method

Under DCF Method value of a company can be assessed using the Free Cash Flow to Firm Method ("FCFF") or Free Cash Flow to Equity Method ("FCFE"). Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to both, the owners and creditors of the business. The free cash flows in the explicit period and those in perpetuity are discounted by the WACC. The WACC, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk by incorporating debt-equity ratio of the firm.

The perpetuity (terminal) value is calculated based on the business' potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business' future operations. The EV (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.

6.7. Conclusion on Valuation Approach

It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond my control. In performing my analysis, I have made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the SPVs. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the SPVs, and other factors which generally influence the valuation of companies and their assets.

6.8. The goal in selection of valuation approaches and methods for any business is to find out the most appropriate method under particular circumstances on the basis of available information. No one method is suitable in every possible situation. Before selecting the appropriate valuation approach and method, I have considered various factors, inter-alia, the basis and premise of current valuation exercise, purpose of valuation exercise, respective strengths and weaknesses of the possible valuation approach and methods, availability of adequate inputs or information and its reliability and valuation approach and methods considered by the market participant

Cost Approach

The existing book value of EV of the SPVs comprising of the value of its Net fixed assets, Net intangible assets and working capital based on the Provisional Financial Statements as at 31st December 2025 prepared as per Indian Accounting Standards (Ind AS) are as under :

Sr. No.	SPVs	INR Mn	
		Book EV	Adjusted EV
1	GUBHPL	5,365	5,392
2	GEKEPL	11,392	11,507
3	GBUHPL	8,542	8,581

* Enterprise Value ("EV") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.

** Adjusted Enterprise Value of the SPVs is derived as the EV as defined above plus cash or cash equivalents of the SPVs as at the Valuation Date.

In the present case, the SPVs operate and maintain the project facilities in accordance with the terms and conditions under the concession agreement. During the concession period, the SPVs operate and maintain the road asset and earn revenues through annuity payment that are pre-determined as per the concession agreement. In such scenario, the true worth of the business is reflected in its future earning capacity rather than the cost of the project. Accordingly, I have not considered the cost approach for the current valuation exercise.

Market Approach

The present valuation exercise is to undertake fair EV of the SPVs engaged in the road infrastructure projects for a predetermined tenure. Further, the tariff revenue and expenses are very specific to the SPVs depending on the nature of their geographical location, stage of project, terms of profitability. In the absence of any exactly comparable listed companies with characteristics and parameters similar to that of the SPVs, I have not considered CCM method in the present case. In the absence of adequate details about the Comparable Transactions, I was unable to apply the CTM method. Currently, the equity shares of the SPVs are not listed on any recognized stock exchange of India. Hence, I was unable to apply market price method.

Income Approach

The SPVs operate under HAM based concession agreement with NHAI. The revenue of the SPVs is based on tenure, annuity payments, operations and other factors that are unique to the SPVs. The revenue of the SPVs is mainly derived from the annuity payments (annuity fees), interest income on balance annuity payments (which is linked to Bank Rate/MCLR rate) and O&M payments (adjusted for inflation), that is defined under the Concession Agreement for the operation period.

The annuity fees are typically pre-determined with the relevant government authority (NHAI in this case) and cannot be modified to reflect prevailing circumstances. Interest on balance annuity payments are linked to Bank Rate + spread of 3% / MCLR of top 5 scheduled commercial banks plus spread of 1.25%.

The rights in relation to underlying asset of the SPVs shall be transferred after the expiry of the Concession Period. Accordingly, since the SPVs is generating income based on pre-determined agreements / mechanism and since the Investment Manager has provided me with the financial projections of the SPVs for the balance tenor of the concession agreement, DCF Method under the income approach has been considered as the appropriate method for the present valuation exercise.

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7. Valuation of the SPVs

7.1. I have estimated the fair EV of the SPVs using the DCF Method. While carrying out this engagement, I have relied extensively on the information made available to me by the Investment Manager. I have considered projected financial statements of the SPVs as provided by the Investment Manager.

7.2. The key assumptions of the projections provided to me by the Investment Manager are:

Key Assumptions:

7.2.1. Revenue cash flows:

The Cash flow for the SPVs can be divided into two segments:

Payment from NHAI during the Construction Period:

The SPVs was eligible to receive 40% of the Bid Project Cost, adjusted for the price index multiple, in 5/10 equal installments during the construction period. I have been represented by the Investment Manager that the SPVs have received the agreed portion of the inflation adjusted bid project cost (of 40%) as per their respective concession agreement. Hence, no further cash flow receipts are attributable towards this segment of cash flows.

Payment by NHAI during the Operation Period: Accordingly, the revenue of the SPVs would mainly consist of the following receipts:

a) **Annuity payments:** The Bid Project Cost remaining, adjusted for the price index multiple, to be paid in pursuance of the concession agreement (i.e. the Balance Completion Cost) is eligible to be received by the SPVs by way of specified biannual installments as mentioned in its concession agreement for the balance period of operations.

The following table represents the balance number of biannual annuity installments expected to be received by the SPVs after 31st December 2025:

Sr. No.	SPVs	Annuities received till valuation date	Balance annuities to be received
1	GUBHPL	2	28*
2	GEKEPL	2	28
3	GBUHPL	2	28

* The annuity in respect of GUBHPL, is due on 3 January 2026 and contractually payable by NHAI on or before 18 January 2026. Based on representations provided by the Investment Manager in relation to the transaction structure and proposed termsheet to be issued to Seller, valuation of GUBHPL will be considering utilization of 2nd annuity payment by the SPV and any surplus will be on account of Seller. Accordingly, for the purposes of this transaction, the cash flows and balance sheet have been considered on a post-receipt basis. On the basis of such representations, the relevant balance sheet items have therefore been considered as at 18 January 2026, being the date by which such annuity is expected to be available.

b) **Interest:** As per the concession agreement, the SPVs is entitled to receive interest on reducing Balance Completion Cost equal to applicable Bank Rate plus spread of 3% (GEKEPL and GBUHPL) & 0020 average of one-year MCLR of top 5 Scheduled Commercial Banks plus 1.25% (GUBHPL). Such interest is due and payable along with each of the biannual installments as mentioned above; and

c) **Operation and Maintenance Revenue:** In lieu of O&M expenses to be incurred by SPVs, SPVs is eligible for certain O&M income (as defined in the concession agreement) at each biannual installment date, duly adjusted for an appropriate inflation rate.

7.2.2. Operating and Maintenance Expenses:

Since the SPVs is operational on the Valuation Date, following are the major costs incurred by the SPVs:

Operation and Maintenance Costs (Routine) ("O&M Costs")

These are routine costs incurred every year. These costs are related to the normal wear and tear of the road and hence involve repairing the patches damaged mainly due to heavy traffic movement. O&M Costs also includes staff salaries, project management fees, professional fees, insurance, security expenses, electricity, etc. The primary purpose of these expenses is to maintain the road as per the specifications mentioned in the concession agreement. The Investment Manager has escalated these costs by approximately ~4.5% p.a. The following table shows the breakup of O&M cost for FY 27 from Valuation date, which is used in our valuation:

Payments	INR Mn		
	GUBHPL	GEKEPL	GBUHPL
Labour cess	0.44	0.75	0.82
O &M Cost	78	123	112
SSA Fees	2	5	4
Total	81	128	117

Further, Operation & Maintenance Costs have been considered based on the Technical Due Diligence (“TDD”) Reports prepared by Cube Highways Technologies Private Limited for -GUBHPL, GEKEPL and GBUHPL as provided to me by the Investment Manager. Given the technical nature of this study, I have relied on the expert’s report for these costs. Further, no payment schedule for O&M Costs was provided to me and hence to that extent I have relied on the management’s estimate.

7.2.3. Major Maintenance and Repairs Costs (“MMR Costs”)

Estimating the MMR Costs

Major maintenance expenses will be incurred on periodic basis. These are the costs incurred to bring the road assets back to its earlier condition or keep the road assets in its normal condition as per the concession agreement terms. These expenses are primarily related to the construction or re-laying of the top layer of the road. Accordingly, such costs include considerable amounts of materials and labour. The Investment Manager has a view that there will be approximately ~4.5% p.a. escalation.

Further, Major Maintenance Costs have been considered based on the Technical Due Diligence (“TDD”) Report for the SPVs prepared by Cube Highways Technologies Private Limited as provided to me by the Investment Manager. Given the technical nature of this study, I have relied on the expert’s report for these costs.

7.2.4. **Depreciation and Amortization:** The financial rights (intangible assets) of the SPVs are being amortized over the period of concession using the revenue based amortization method prescribed under Schedule II of the Companies Act, 2013.

7.2.5. **Direct Taxes:** As per the discussions with the Investment Manager, the new provisions of Income Tax Act, 1961 (Section 115BAA) have been considered for the projected period of the SPVs. The SPVs has been filing its income tax returns on the basis of IND AS Income, adjusted for adjustments prescribed by Income Computation and Deduction Standards IV i.e Revenue Recognition and ICDS III i.e. Construction Contracts which can be substantiated from the income tax returns and tax audit report of the SPVs.

7.2.6. **Capex:** Based on representations made by the Investment Manager, the balance capital expenditure in respect of GBUHPL is ₹216.67 million, while that in respect of GEKEPL is ₹123.10 million.

7.2.7. **Working Capital and other income:** The Investment Manager has provided projected financial information on biannual basis for the SPVs. The biannual period are based on the annuity dates of the SPVs. The amount of O&M expenses payable to O&M Contractor by the SPVs on the basis of its O&M Agreements is also due and payable on the basis of the annuity amount and date on which annuities are received. Hence, for the SPVs where annuity payments are material component of revenue, there are no receivables and payables estimated to be outstanding at their respective annuity dates during the biannually prepared projected period. Other working capital items outstanding as at the Valuation Date mainly represents the advance income tax, GST input tax (and cash) credit, prepaid expenses, MMR, DSRA (“Debt Service Reserve Account”) etc.

The other income includes interest on FDR and The Investment Manager has provided projected Working Capital information and Other Income information for the SPVs. I have relied on the same.

7.2.8. **GST Claim: For GEKEPL and GBUHPL,** the Investment Manager has informed us that due to the changes in extant provision of the Goods & Services Tax (“GST”) laws, the SPVs is eligible to receive GST claims from NHA which are as follows:

1. **On Annuity:** As per the clarification notification of Ministry of Road Transport & Highways as on 27th August 2021 vis-à-vis Ministry of Finance circular dated 17th June 2021, the SPVs is eligible to claim reimbursement of GST on annuity, considering change in law, after adjusting GST input credit lying with the SPVs.
2. **On Interest on Annuity:** As per the Ministry of Finance circular dated 17th June 2021, GST will be applicable on annuity (deferred payments) paid for construction of roads i.e. annuity plus interest, additionally Ministry of Road Transport & Highways issued clarification dated 17th June 2021 that the SPVs will be eligible to claim reimbursement of GST on interest.

3. **Change in GST Rates:** Ministry of Finance vide notification no. 03/2022 dated 13th July 2022, increased the GST rates applicable on road construction services from 12% to 18%. As per the Policy circular of Ministry of Road Transport & Highways as on 23rd December 2022, the above increase in GST rates are eligible for reimbursement from NHAI as it is considered as change in law (i.e. change of rate).

For GUBHPL, the project was bid exclusive of GST and applicable GST on Annuity, interest on annuity and O&M are received by the project.

7.3. Impact of Ongoing Litigations on Valuation

As on 31st December 2025, there are no ongoing material litigations.

Further, I have been informed by the Investment Manager that the tax litigations prior to acquisition of SPVs by the Trust shall be covered by an indemnity given by the Settlor (GR Infra) for a period of eight years (from date of such transfer) through the Share Purchase Agreement (“SPA”) to be executed between the Trust and the Settlor.

7.4. Calculation of Weighted Average Cost of Capital for the SPVs

7.4.1. Cost of Equity:

Cost of Equity (CoE) is a discounting factor to calculate the returns expected by the equity holders depending on the perceived level of risk associated with the business and the industry in which the business operates.

For this purpose, I have used the Capital Asset Pricing Model (CAPM), which is a commonly used model to determine the appropriate cost of equity for the SPVs.

$$K(e) = R_f + [ERP * Beta] + CSRP$$

Wherein:

K(e) = cost of equity

R_f = risk free rate

ERP = Equity Risk Premium

Beta = a measure of the sensitivity of assets to returns of the overall market

CSRP = Company Specific Risk Premium (In general, an additional company-specific risk premium will be added to the cost of equity calculated pursuant to CAPM).

For valuation exercise, I have arrived at adjusted cost of equity of the SPVs based on the above calculation

(Refer Appendix 2 for detailed workings)

7.4.2. Risk Free Rate:

I have applied a risk free rate of return of 6.80% on the basis of the zero coupon yield curve as on 31st December 2025 for government securities having a maturity period of 10 years, as quoted on the website of Clearing Corporation of India Limited.

7.4.3. Equity Risk Premium (“ERP”):

The Equity Risk Premium (ERP) is a measure of the additional return that investors require for investing in equity markets over risk-free assets, such as government bonds. It is typically estimated by comparing historical realised returns on equity with the risk-free rate, often represented by 10-year government securities. For my estimation of the ERP for India, I have analysed rolling historical returns of the Nifty 50 Index over 10-year, 15-year, and 20-year periods, covering data from 2000 to 2025. As of 31st December, the calculated ERP based on these rolling return periods stands at 6.42%, 6.71% and 7.53% for the 10-year, 15-year and 20-year periods respectively. These figures indicate variability in ERP over different investment horizons, but collectively they suggest a range around 6% to 8%. Considering the historical trends, variability across periods, and long-term expectations, an equity risk premium of 7% for India continues to be an appropriate and reasonable assumption. .

7.4.4. Debt – Equity Ratio:

I have considered the target debt-equity ratio as per the industry standards. I have considered the industry benchmark since the cost of capital is a forward looking measure, and captures the cost of raising new funds to buy the asset at any valuation date (not the current actually deployed). Specifically, such benchmark is required to consider the nature of the asset class, and the comparative facts from the industry to arrive at the correct assumption.

Current Net Debt – EV ratio of Indus Infra Trust is ~24.93%.

Given the risk profile of HAM projects, and considering the leverage at 70-80% of the total project cost based on a rating agencies report available in public domain, and further considering the InvIT Regulations allowing in general upto 70% leverage in assets where AAA rating has been obtained, a debt-to-equity ratio of 70% for HAM asset was found to be appropriate.

7.4.5. Beta:

Beta is a measure of the sensitivity of a company's stock price to the movements of the overall market index. In the present case, I find it appropriate to consider the beta of companies in similar business/ industry to that of the SPVs for an appropriate period.

For the valuation of the HAM SPVs, I find it appropriate to consider the beta of Powergrid Infrastructure Investment Trust, and IRB InvIT Fund for an appropriate period. The beta so arrived, is further adjusted based on the factors of mentioned SPVs like completion of projects, revenue certainty, past collection trend, lack of execution uncertainty, etc. to arrive at the adjusted unlevered beta appropriate to the SPVs.

I have further unlevered the beta of such companies based on market debt-equity of the company using the following formula:

$$\text{Unlevered Beta} = \text{Levered Beta} / [1 + (\text{Debt} / \text{Equity}) * (1-T)]$$

Further I have re-levered it based on debt-equity at 70:30 based on the industry Debt: Equity ratio of HAM based projects using the following formula:

$$\text{Re-levered Beta} = \text{Unlevered Beta} * [1 + (\text{Debt} / \text{Equity}) * (1-T)]$$

Accordingly, as per above, I have arrived at re-levered beta of the SPVs.

(Refer Appendix 3 for detailed workings)

7.4.6. Company Specific Risk Premium ("CSR")

Discount Rate is the return expected by a market participant from a particular investment and shall reflect not only the time value of money but also the risk inherent in the asset being valued as well as the risk inherent in achieving the future cash flows. In the present case, considering the counterparty risk for the SPVs, considering the length of the explicit period for the SPVs, and on basis of my discussion with Investment Manager, the project is yet to be completed due to pending land acquisition from the NHAI, the management has confirmed that there is no intention of descoping any portion of the project. Furthermore, all remaining capital expenditure and associated liabilities are the responsibility of the Seller and not the Trust. Given, both in terms of project scope and financial obligations, we have assumed a 0% company-specific risk premium in our valuation.

7.4.7. Cost of Debt:

The calculation of Cost of Debt post-tax can be defined as follows:

$$K(d) = K(d) \text{ pre-tax} * (1 - T)$$

Wherein:

$$K(d) = \text{Cost of debt}$$

$$T = \text{tax rate as applicable}$$

For valuation exercise, pre-tax cost of debt has been considered as 8.00% for GUBHPL, GEKEPL and GBUHPL, as represented by the Investment Manager based on the weighted average Cost of Debt of the SPVs.

7.4.8. Weighted Average Cost of Capital (WACC):

The discount rate, or the WACC, is the weighted average of the expected return on equity and the cost of debt. The weight of each factor is determined based on the company's optimal capital structure.

Formula for calculation of WACC:

$$\text{WACC} = [K(d) * \text{Debt} / (\text{Debt} + \text{Equity})] + [K(e) * (1 - \text{Debt} / (\text{Debt} + \text{Equity}))]$$

Accordingly, as per above, I have arrived at the WACC for the explicit period of the SPVs.

Particulars	GUBHPL	GEKEPL	GBUHPL
WACC	7.33%	7.33%	7.33%

(Refer appendix 2 for detailed working)

7.4.9. Cash Accrual Factor (CAF) and Discounting Factor:

Discounted cash flow require to forecast cash flows in future and discount them to the present in order to arrive at present value of the assets as on Valuation Date. To discount back the projections we use the Cash Accrual Factor

("CAF"). The Cash Accrual Factor refers to the duration between the Valuation date and the point at which each cash flow is expected to accrue.

In case of HAM Projects, the annuities are received bi-annually at a predetermined date and the concession agreement provides that the annuities would be realized in 15-30 days from the annuity date. Hence we have considered the annuity realizations date for the purpose of determination of the CAF Accordingly, the cash flows during each year of the projected period are discounted back from the respective annuity realization to Valuation Date. Discounted cash flow is equal to sum of the cash flow in each period divided by present value factor, where the present value factor is determined by raising one plus discount rate (WACC) raised to the power of the CAF.

$$DCF = [CF1 / (1+r)^{CAF1}] + [CF2 / (1+r)^{CAF2}] + \dots + [CFn / (1+r)^{CAFn}]$$

Where,

CF = Cash Flows,

CAF = Cash accrual factor for particular period

r = Discount Rate (i.e. WACC)

7.4.10. Terminal Value:

At the end of the agreed concession period, the rights in relation to the underlying assets, its operations, the obligation to maintain the road revert to NHAI. Hence, SPVs is not expected to generate cash flow after the expiry of its concession agreement. Accordingly, I found it appropriate not to consider terminal period value, which represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the assets or into perpetuity if the assets have an indefinite life, in this valuation exercise.

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8. Valuation Conclusion

- 8.1. The current valuation has been carried out based on the discussed valuation methodology explained herein earlier. Further, various qualitative factors, the business dynamics and growth potential of the business, having regard to information base, management perceptions, key underlying assumptions and limitations were given due consideration.
- 8.2. I have been represented by the Investment Manager that there is no potential devolvement on account of the contingent liability as of valuation date; hence no impact has been factored in to arrive at fair EV of the SPVs.
- 8.3. Based on the above analysis, the fair EV as on the Valuation Date of the SPVs is as mentioned below:

INR Mn

Sr. No.	SPVs	Approximate Projection Period (Balance Concession Period)	WACC	Fair EV*	Fair Adjusted EV**	Equity Value***
1	GUBHPL	~14 Years 0 Months	7.33%	4,884	4,934	217
2	GEKEPL	~13 Years 11 Months	7.33%	13,455	13,570	2,648
3	GBUHPL	~13 Years 7 Months	7.33%	9,430	9,468	1,374
Total				27,768	27,972	4,239

(Refer Appendix 1 for detailed workings)

*EV is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash and cash equivalents to meet those liabilities.

**Adjusted Enterprise Value ("Adj. EV") is described as the Enterprise Value plus any closing cash or cash equivalents as at the date of valuation.

***On request of the Investment Manager, I have also calculated the 100% Equity Value of the SPVs as on the Valuation Date. For arriving at the 100% Equity Value, I have adjusted the EV arrived under DCF method for cash & cash equivalents, borrowings from lenders and Subordinated debts from related party, based on the balance sheet of the SPVs as on the Valuation Date to arrive at the 100% Equity Value of the SPVs.

- 8.4. Calculation of Equity Value of the SPVs as on the Valuation Date:

	INR Mn		
	GUBHPL	GEKEPL	GBUHPL
Fair Enterprise Value	4,884	13,455	9,430
<i>Adjustments:</i>			
Cash & Cash Equivalents	50	116	39
Borrowings from lenders	(3,538)	(8,472)	(5,942)
Loan from GR	(1,179)	(2,451)	(2,153)
Equity Value	217	2,648	1,374

- 8.5. The fair EV of the SPVs are estimated using DCF method. The valuation requires Investment Manager to make certain assumptions about the model inputs including forecast cash flows, discount rate, and credit risk.
- 8.6. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.
- 8.7. Accordingly, I have conducted sensitivity analysis on certain model inputs, the results of which on EV and Adjusted EV are as indicated below:
1. WACC by increasing / decreasing it by 0.5%
 2. WACC by increasing / decreasing it by 1.0%
 3. Expenses by increasing / decreasing it by 10%

4. Expenses by increasing / decreasing it by 20%

4. Fair Enterprise Valuation Range based on

a. WACC parameter (0.5%)

Sr. No.	SPVs	WACC +0.50%	INR MN		WACC -0.50%	EV
			EV	Base WACC		
1	GUBHPL	7.83%	4,757	7.33%	4,884	5,017
2	GEKEPL	7.83%	13,073	7.33%	13,455	13,854
3	GBUHPL	7.83%	9,181	7.33%	9,430	9,689
Total			27,011		27,768	28,560

b. WACC parameter (1.0%)

Sr. No.	SPVs	WACC +1.00%	INR MN		WACC -1.00%	EV
			EV	Base WACC		
1	GUBHPL	8.33%	4,636	7.33%	4,884	5,155
2	GEKEPL	8.33%	12,708	7.33%	13,455	14,272
3	GBUHPL	8.33%	8,944	7.33%	9,430	9,960
Total			26,287		27,768	29,387

c. Expenses parameter (10%)

Sr. No.	SPVs	INR MN		
		EV at Expenses +10%	EV at Base Expenses	EV at Expenses -10%
1	GUBHPL	4,818	4,884	4,950
2	GEKEPL	13,368	13,455	13,541
3	GBUHPL	9,335	9,430	9,524
Total		27,521	27,768	28,015

d. Expenses parameter (20%)

Sr. No.	SPVs	INR MN		
		EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	GUBHPL	4,737	4,884	5,017
2	GEKEPL	13,281	13,455	13,628
3	GBUHPL	9,241	9,430	9,618
Total		27,259	27,768	28,263

Sensitivity Analysis of Adjusted Enterprise Value

5. Fair Adjusted Enterprise Valuation Range based on

a. WACC parameter (0.5%)

							INR MN
Sr. No.	SPVs	WACC +0.50%	Adjusted EV	Base WACC	Adjusted EV	WACC -0.50%	Adjusted EV
1	GUBHPL	7.83%	4,807	7.33%	4,934	6.83%	5,066
2	GEKEPL	7.83%	13,188	7.33%	13,570	6.83%	13,970
3	GBUHPL	7.83%	9,220	7.33%	9,468	6.83%	9,728
Total			27,215		27,972		28,764

b. WACC parameter (1.0%)

							INR MN
Sr. No.	SPVs	WACC +1.00%	Adjusted EV	Base WACC	Adjusted EV	WACC -1.00%	Adjusted EV
1	GUBHPL	8.33%	4,685	7.33%	4,934	6.33%	5,205
2	GEKEPL	8.33%	12,823	7.33%	13,570	6.33%	14,388
3	GBUHPL	8.33%	8,982	7.33%	9,468	6.33%	9,999
Total			26,491		27,972		29,592

c. Expenses parameter (10%)

					INR MN
Sr. No.	SPVs	EV at Expenses +10%	EV at Base Expenses	EV at Expenses -10%	
1	GUBHPL	4,868	4,934	5,000	
2	GEKEPL	13,484	13,570	13,657	
3	GBUHPL	9,374	9,468	9,563	
Total		27,725	27,972	28,220	

d. Expenses parameter (20%)

					INR MN
Sr. No.	SPVs	EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%	
1	GUBHPL	4,786	4,934	5,066	
2	GEKEPL	13,397	13,570	13,743	
3	GBUHPL	9,280	9,468	9,657	
Total		27,463	27,972	28,467	

Sensitivity Analysis of Equity Value

6. Fair Equity Valuation Range based on

a. WACC parameter (0.5%)

Sr. No.	SPVs	WACC +0.50%	Equity Value	Base WACC	Equity Value	WACC -0.50%	INR MN
							Equity Value
1	GUBHPL	7.83%	90	7.33%	217	6.83%	350
2	GEKEPL	7.83%	2,266	7.33%	2,648	6.83%	3,047
3	GBUHPL	7.83%	1,125	7.33%	1,374	6.83%	1,633
Total			3,482		4,239		5,030

b. WACC parameter (1.0%)

Sr. No.	SPVs	WACC +1.00%	Equity Value	Base WACC	Equity Value	WACC -1.00%	INR MN
							Equity Value
1	GUBHPL	8.33%	(31)	7.33%	217	6.33%	488
2	GEKEPL	8.33%	1,901	7.33%	2,648	6.33%	3,466
3	GBUHPL	8.33%	888	7.33%	1,374	6.33%	1904
Total			2,757		4,239		5,858

c. Expenses parameter (10%)

Sr. No.	SPVs	EV at Expenses +10%	EV at Base Expenses	INR MN
				EV at Expenses -10%
1	GUBHPL	151	217	284
2	GEKEPL	2,561	2,648	2,734
3	GBUHPL	1,279	1,374	1,468
Total		3,991	4,239	4,486

d. Expenses parameter (20%)

Sr. No.	SPVs	EV at Expenses +20%	EV at Base Expenses	INR MN
				EV at Expenses -20%
1	GUBHPL	70	217	350
2	GEKEPL	2,474	2,648	2,821
3	GBUHPL	1,185	1,374	1,562
Total		3,729	4,239	4,733

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9. Additional Procedures to be complied with in accordance with InvIT regulations

9.1. Scope of Work

The Schedule V of the SEBI InvIT Regulations prescribes the minimum set of mandatory disclosures to be made in the valuation report. In this reference, the minimum disclosures in valuation report may include following information as well, so as to provide the investors with the adequate information about the valuation and other aspects of the underlying assets of the InvIT.

The additional set of disclosures, as prescribed under Schedule V of InvIT Regulations, to be made in the valuation report of the SPVs are as follows:

Schedule V of the SEBI InvIT Regulations	Reference In Report
i. Details of the project including whether the transaction is a related party transaction	Section 9.2 (A)
ii. Latest pictures of the project	Section 9.2 (B)
iii. The existing use of the project	Section 3.2 – Background of the SPVs
iv. The nature of the interest the InvIT holds or proposes to hold in the project, percentage of interest of the InvIT in the project	Section 4 – Structure of the Trust & section 3.1
v. Date of inspection	Same as Point (ii) as mentioned above
vi. Qualifications and assumptions	Section 7 – Valuation of the SPVs (Key Assumptions)
vii. Methods used for valuation	Section 6 – Valuation Methodology
viii. Valuation standards adopted	Section 2 – Procedures adopted for Valuation
ix. Extent of valuer's investigations and nature and source of data to be relied upon	Section 10 – Sources of information
x. Purchase price of the project by the InvIT (for existing projects of the InvIT)	Section 9.2 (A)
xi. Valuation of the project in the previous 3 years; (for existing projects of the InvIT)	Section 1.9- Executive Summary
xii. Detailed valuation of the project as calculated by the valuer;	Appendix 1,2,3
xiii. List of one-time sanctions/approvals which are obtained or pending;	Section 9.2 (C) & Appendix 4
xiv. List of up to date/overdue periodic clearances;	Section 9.2 (D)
xv. Statement of assets	Section 9.2 (E)
xvi. Estimates of already carried as well as proposed major repairs and improvements along with estimated time of completion;	Section 9.2 (F)
xvii. Revenue pendencies including local authority taxes associated with InvIT asset and compounding charges, if any;	Section 9.2 (G)
xviii. On-going material litigations including tax disputes in relation to the assets, if any;	Section 9.2 (H)
xix. Vulnerability to natural or induced hazards that may not have been covered in town planning/ building control.	Section 9.2 (I)

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9.2. **Analysis of Additional Set of Disclosures for the SPVs**

A. **Purchase Price of the SPVs by the InvIT**

As informed by the Investment manager, following are the purchase price of the SPVs of the InvIT against which units of Indus Infra InvIT for an equal amount have been allotted to G R Infraprojects during the IPO of InvIT for 100% Equity for all the SPVs except GAKHPL and GGBHPL.

INR Mn				
Sr. No.	SPVs	Name	Acquisition Date	Purchase Price
1	GPEL	GR Phagwara Expressway Limited	1 st Mar 24	1,232*
2	PDEPL	Porbandar Dwarka Expressway Private Limited	1 st Mar 24	2,437*
3	GDHPL	GR Gundugolanu Devarapalli Highway Private Limited	1 st Mar 24	2,075*
4	GASHPL	GR Akkalkot Solapur Highway Private Limited	1 st Mar 24	1,260*
5	VSEPL	Varanasi Sangam Expressway Private Limited	1 st Mar 24	4,044*
6	GSSHPL	GR Sangli Solapur Highway Private Limited	1 st Mar 24	1,507*
7	GDDHPL	GR Dwarka Devariya Highway Private Limited	1 st Mar 24	1,199*
8	GAKHPL	GR Aligarh Kanpur Highway Private Limited	17 th Sep 24	986
9	GGBHPL	GR Galgalia Bahadurganj Highway Private Limited	28 th Mar 25	464
10	GBAHPL	GR Bahadurganj Araria Highway Private Limited	30 th Dec 25	501

*Purchase price considered basis the number of units allotted to G R Infraprojects during the IPO of InvIT for 100% equity stake

B. **Latest Pictures of the Project:**

The details relating to the respective project along with relevant pictures are disclosed in the background of the SPVs (Refer section 3.2).

C. **List of one-time sanctions/approvals which are obtained or pending:**

The list of sanctions/ approvals obtained by the SPVs till the date of this Report is provided in Appendix 4. As informed by the Investment Manager, there are no applications for government sanctions/ licenses by the SPVs for which approval is pending as on 31st December 2025. Further, I have been informed by the Investment Manager that any applicable approvals required for any works to be undertaken during the operation phase are obtained as and when necessary based on the nature or extent of such works.

D. **List of up to date/ overdue periodic clearances:**

The Investment Manager has confirmed that the SPVs is not required to take any periodic clearances and hence there are no up to date/ overdue periodic clearances as on 31st December 2025.

E. **Statement of assets included:**

The details of assets of the SPVs as at 31st December, 2025 are as mentioned below:

INR Mn			
Sr. No.	SPVs	Non-Current Assets	Current Assets
1	GUBHPL	4,769	744
2	GEKEPL	10,654	1,894
3	GBUHPL	8,073	1,440
Total		23,497	4,079

Source: Investment Manager

F. Estimates of already carried as well as proposed major repairs and improvements along with estimated time of completion:

I have been informed that maintenance is regularly carried out by SPVs in order to maintain the working condition of the assets. Further, I have been represented by the Investment Manager, that no major repairs were undertaken with regards to the SPVs till 31st December, 2025.

Forecasted major repairs

	INR Mn						
SPVs	FY 26	FY 27	FY 28	FY 29	FY 30	FY 31	FY 32
GUBHPL	-	-	-	-	-	(396)	(413)
GEKEPL	-	-	(93)	-	-	-	(167)
GBUHPL	-	-	(48)	-	-	(217)	(226)

	INR Mn						
SPVs	FY 33	FY 34	FY 35	FY 36	FY 37	FY 38	FY 39
GUBHPL	-	-	-	(326)	(243)	(254)	(222)
GEKEPL	-	-	-	(133)	-	-	(284)
GBUHPL	-	-	-	(68)	-	(309)	(323)

Source: Investment Manager, TDD Report

G. Revenue pendencies including local authority taxes associated with InvIT asset and compounding charges, if any:

Investment Manager has informed me that there are no material dues including local authority taxes (such as Municipal Tax, Property Tax, etc.) pending to be payable to the government authorities with respect to the SPVs (InvIT assets).

H. On-going material litigations including tax disputes in relation to the assets, if any:

As informed by the Investment Manager, there are no litigations outstanding as at the Valuation Date, and hence I have relied on the same.

I. Vulnerability to natural or induced hazards that may not have been covered in town planning/ building control:

Investment Manager has confirmed to me that there are no such natural or induced hazards which have not been considered in town planning/ building control.

10. Sources of Information

- 10.1. For the Purpose of undertaking this valuation exercise, I have relied on the following sources of information provided by the Investment Manager:
- i. Audited Financial Statements of the SPVs for Financial Year ("FY") ended 31st March 2025
 - ii. Provisional Financial Statements of the SPVs for the period ended 31st December, 2025 & 18th January 2026 of GUBHPL.
 - iii. Projected financial information for the remaining project life for the SPVs;
 - iv. Details of projected Major Maintenance & Repairs (MMR) Expenditure;
 - v. Technical Due Diligence ("TDD") Report dated February 2026 prepared by Cube Highways Technologies Private Limited.
 - vi. Details of Depreciation is as per Income Tax Act, as at Valuation Date;
 - vii. Concession Agreement of the SPVs with the NHAI including the supplementary agreement;
 - viii. List of licenses / approvals, details of tax litigations, civil proceeding and arbitrations of the SPVs;
 - ix. Shareholding pattern as on the report date of the SPVs and other entities mentioned in this Report;
 - x. Management Representation Letter by the Investment Manager dated 6th February 2026;
 - xi. Relevant data and information about the SPVs provided to us by the Investment Manager either in written or oral form or in the form of soft copy;
- 10.2. Information provided by leading database sources, market research reports and other published data.
- 10.3. The information provided to me by the Investment Manager in relation to the SPVs included but not limited to historical financial statements, forecasts/projections, other statements and assumptions about future matters like forward-looking financial information prepared by the Investment Manager. The forecasts and projections as supplied to me are based upon assumptions about events and circumstances which are yet to occur.
- 10.4. I have not tested individual assumptions or attempted to substantiate the veracity or integrity of such assumptions in relation to the forward-looking financial information, however, I have made sufficient enquiries to satisfy myself that such information has been prepared on a reasonable basis.
- 10.5. Notwithstanding anything above, I cannot provide any assurance that the forward looking financial information will be representative of the results which will actually be achieved during the cash flow forecast period.

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11. Exclusions and Limitations

- 11.1. My Report is subject to the limitations detailed hereinafter. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 11.2. Valuation analysis and results are specific to the purpose of valuation and is not intended to represent value at any time other than the valuation date of 31st December 2025 ("Valuation Date") mentioned in the Report and as per agreed terms of my engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 11.3. This Report, its contents and the results are specific to (i) the purpose of valuation agreed as per the terms of my engagements; (ii) the Valuation Date and (iii) are based on the financial information of the SPVs till 31st December 2025. The Investment Manager has represented that the business activities of the SPVs have been carried out in normal and ordinary course between 31st December 2025 and the Report Date and that no material changes have occurred in the operations and financial position between 31st December 2025 and the Report date.
- 11.4. The scope of my assignment did not involve me performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by me during the course of my work. The assignment did not involve me to conduct the financial or technical feasibility study. I have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the SPVs or any of other entity mentioned in this Report and have considered them at the value as disclosed by the SPVs in its regulatory filings or in submissions, oral or written, made to me.
- 11.5. In addition, I do not take any responsibility for any changes in the information used by me to arrive at my conclusion as set out here in which may occur subsequent to the date of my Report or by virtue of fact that the details provided to me are incorrect or inaccurate.
- 11.6. I have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; I have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the SPVs or any other entity mentioned in the Report. Nothing has come to my knowledge to indicate that the material provided to me was misstated or incorrect or would not afford reasonable grounds upon which to base my Report.
- 11.7. This Report is intended for the sole use in connection with the purpose as set out above. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in connection with the provision of SEBI InvIT Regulations. However, I will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report, without my written consent.
- 11.8. It is clarified that this Report is not a fairness opinion under any of the stock exchange/ listing regulations. In case of any third party having access to this Report, please note this Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.
- 11.9. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.
- 11.10. This Report is based on the information received from the sources as mentioned in Section 9 of this Report and discussions with the Investment Manager. I have assumed that no information has been withheld that could have influenced the purpose of my Report.
- 11.11. Valuation is not a precise science and the conclusions arrived at in many cases may be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. I have arrived at an indicative EV based on my analysis. While I have provided an assessment of the value based on an analysis of information available to me and within the scope of my engagement, others may place a different value on this business.
- 11.12. Any discrepancies in any table / appendix between the total and the sums of the amounts listed are due to rounding-off.
- 11.13. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular

price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.

- 11.14. I do not carry out any validation procedures or due diligence with respect to the information provided/extracted or carry out any verification of the assets or comment on the achievability and reasonableness of the assumptions underlying the financial forecasts, save for satisfying ourselves to the extent possible that they are consistent with other information provided to me in the course of this engagement.
- 11.15. My conclusion assumes that the assets and liabilities of the SPVs, reflected in its latest balance sheet remain intact as of the Report date.
- 11.16. Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither myself, nor any of my associates, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, I make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. I expressly disclaim any and all liabilities, which may arise based upon the information used in this Report. I am not liable to any third party in relation to the issue of this Report.
- 11.17. The scope of my work has been limited both in terms of the areas of the business & operations which I have reviewed and the extent to which I have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- 11.18. For the present valuation exercise, I have also relied on information available in public domain; however the accuracy and timelines of the same has not been independently verified by me.
- 11.19. In the particular circumstances of this case, my liability (in contract or under any statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage caused, shall be limited to the amount of fees actually received by me from the Investment Manager, as laid out in the engagement letter for such valuation work.
- 11.20. In rendering this Report, I have not provided any legal, regulatory, tax, accounting or actuarial advice and accordingly I do not assume any responsibility or liability in respect thereof.
- 11.21. This Report does not address the relative merits of investing in InvIT as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- 11.22. I am not an advisor with respect to legal, tax and regulatory matters for the proposed transaction. No investigation of the SPVs claim to title of assets has been made for the purpose of this Report and the SPVs claim to such rights have been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 11.23. I have no present or planned future interest in the Trustee, Investment Manager or the SPVs and the fee for this Report is not contingent upon the values reported herein. My valuation analysis should not be construed as investment advice; specifically, I do not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Investment Manager or SPVs.
- 11.24. I have submitted the draft valuation report to the Trust and Investment Manager for confirmation of accuracy of the factual data used in my analysis and to prevent any error or inaccuracy in this Report.

Limitation of Liabilities

- 11.25. It is agreed that, having regard to the RV's interest in limiting the personal liability and exposure to litigation of its personnel, the Sponsor, the Investment Manager and the Trust will not bring any claim in respect of any damage against any of RV personally.
- 11.26. In no circumstances RV shall be responsible for any consequential, special, direct, indirect, punitive or incidental loss, damages or expenses (including loss of profits, data, business, opportunity cost, goodwill or indemnification) in connection with the performance of the services whether such damages are based on breach of contract, tort, strict liability, breach of warranty, negligence, or otherwise, even if the Investment Manager had contemplated and communicated to RV the likelihood of such damages. Any decision to act upon the deliverables (including this Report) is to be made by the Investment Manager and no communication by RV should be treated as an invitation or inducement to engage the Investment Manager to act upon the deliverable(s).
- 11.27. It is clarified that the Investment Manager will be solely responsible for any delays, additional costs, or other liabilities caused by or associated with any deficiencies in their responsibilities, misrepresentations, incorrect and incomplete information including information provided to determine the assumptions.

- 11.28. RV will not be liable if any loss arises due to the provision of false, misleading or incomplete information or documentation by the Investment Manager.
- 11.29. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.

Other Limitations

- 11.30. This Report is based on the information provided by the representatives of the Investment Manager. The exercise has been restricted and kept limited to and based entirely on the documents, records, files, registers and information provided to me. I have not verified the information independently with any other external source.
- 11.31. I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as original, and the conformity of the copies or extracts submitted to me with that of the original documents.
- 11.32. I have assumed that the documents submitted to me by the representatives of Investment Manager in connection with any particular issue are the only documents related to such issue.
- 11.33. I have reviewed the documents and records from the limited perspective of examining issues noted in the scope of work and I do not express any opinion as to the legal or technical implications of the same.

Yours faithfully,



S. Sundararaman
Registered Valuer
IBBI Registration No.: IBBI/RV/06/2018/10238
Asset Class: Securities or Financial Assets
Place: Chennai
UDIN: 26028423EEIUMN2074

Appendix 1.1 – Valuation of as on 31st December 2025 of GUBHPL under the DCF Method

															INR Mn
Date	Finance Income	Changes in Financial Asset	O&M Income	Other Income	Total Inflow	O&M Expense	MM Expense	Wcap	Tax	Total Outflow	FCFF	CAF	WACC	DF	PVFCFF
	A	B	C	D	E=A+B+C+D	E	F	G	H	I=E+F+G+H	J=D+I	K	L	M	N=J*M
Jul-26	230	151	40	7	428	(40)	-	(49)	(65)	(155)	273	0.55	7.33%	0.96	263
Jan-27	221	162	40	9	432	(40)	-	68	(63)	(36)	396	1.05	7.33%	0.93	368
Jul-27	212	163	42	9	425	(42)	-	(12)	(61)	(116)	309	1.55	7.33%	0.90	277
Jan-28	202	174	42	10	429	(42)	-	(10)	(62)	(114)	315	2.05	7.33%	0.87	273
Jul-28	192	177	44	12	425	(44)	-	(7)	(61)	(112)	313	2.55	7.33%	0.84	261
Jan-29	182	188	44	13	427	(44)	-	(11)	(61)	(116)	312	3.05	7.33%	0.81	251
Jul-29	171	190	46	15	422	(46)	-	(12)	(60)	(117)	305	3.55	7.33%	0.78	237
Jan-30	160	202	46	16	425	(46)	-	(10)	(60)	(115)	310	4.05	7.33%	0.75	232
Jul-30	151	5	246	18	420	(48)	(198)	155	(9)	(99)	320	4.55	7.33%	0.73	232
Jan-31	151	6	246	15	418	(48)	(198)	155	(8)	(98)	320	5.05	7.33%	0.70	224
Jul-31	151	-11	257	12	409	(50)	(207)	159	(3)	(101)	308	5.55	7.33%	0.68	208
Jan-32	151	-11	257	9	406	(50)	(207)	161	(2)	(97)	308	6.05	7.33%	0.65	201
Jul-32	149	190	52	6	397	(52)	-	(37)	(52)	(141)	256	6.55	7.33%	0.63	161
Jan-33	138	200	52	7	398	(52)	-	(52)	(51)	(155)	242	7.05	7.33%	0.61	147
Jul-33	127	203	55	9	393	(55)	-	(86)	(50)	(190)	203	7.55	7.33%	0.59	119
Jan-34	115	214	55	11	394	(55)	-	(53)	(50)	(158)	236	8.05	7.33%	0.57	134
Jul-34	102	218	57	12	390	(57)	-	(78)	(49)	(183)	206	8.55	7.33%	0.55	113
Jan-35	90	230	57	14	390	(57)	-	(68)	(48)	(173)	217	9.05	7.33%	0.53	114
Jul-35	79	69	223	15	386	(59)	(163)	107	(6)	(122)	264	9.55	7.33%	0.51	134
Jan-36	75	71	223	13	381	(59)	(163)	92	(4)	(135)	246	10.05	7.33%	0.49	121
Jul-36	70	109	184	11	374	(62)	(122)	58	(13)	(138)	235	10.55	7.33%	0.47	112
Jan-37	64	113	184	10	369	(62)	(122)	58	(11)	(137)	233	11.06	7.33%	0.46	107
Jul-37	57	102	192	8	359	(65)	(127)	62	(7)	(137)	222	11.55	7.33%	0.44	98
Jan-38	51	97	192	7	347	(65)	(127)	68	(3)	(128)	220	12.06	7.33%	0.43	94
Jul-38	45	115	178	5	344	(68)	(111)	25	(7)	(160)	184	12.55	7.33%	0.41	76
Jan-39	39	126	178	5	348	(68)	(111)	220	(7)	35	383	13.06	7.33%	0.40	152
Jul-39	30	231	71	0	332	(71)	-	5	(31)	(97)	235	13.55	7.33%	0.38	90
Jan-40	16	265	37	-0	319	(37)	-	19	(71)	(89)	230	14.06	7.33%	0.37	85
Enterprise Value															4,884
Closing cash or cash equivalents as on the Valuation Date															50
Adjusted Enterprise Value															4,934
Borrowings from Lenders as on the Valuation Date															(3,538)
Borrowings from GR Infra as on the Valuation Date															(1,179)
Equity Value															217

Appendix 1.2 – Valuation of as on 31st December of GEKEPL under the DCF Method

	INR Mn														
	Finance Income	Changes in Financial Asset	O&M Income	Other Income	Total Inflow	O&M Expense	MM Expense	Wcap	Tax	Total Outflow	FCFF	CAF	WACC	DF	PVFCFF
	A	B	C	D	E=A+B+C+D	E	F	G	H	I=E+H+G+H	J=D+H	K	L	M	N=J*M
May-26	1,209	(386)	76	6	904.05	(76)	-	(503)	(139)	(718)	186	0.49	7.33%	0.97	179.50
Nov-26	719	237	52	12	1020.29	(52)	-	59	(159)	(152)	868	1.00	7.33%	0.93	809.32
May-27	704	189	101	12	1005.78	(54)	(47)	98	(144)	(148)	858	1.49	7.33%	0.90	772.23
Nov-27	690	207	101	12	1010.15	(54)	(47)	99	(144)	(146)	864	2.00	7.33%	0.87	750.30
May-28	675	254	57	11	997.50	(57)	-	56	(153)	(154)	844	2.50	7.33%	0.84	707.39
Nov-28	657	274	57	12	999.72	(57)	-	57	(153)	(152)	848	3.00	7.33%	0.81	685.67
May-29	638	276	59	12	985.95	(59)	-	129	(150)	(80)	906	3.50	7.33%	0.78	707.58
Nov-29	619	299	59	13	989.73	(59)	-	130	(150)	(79)	911	4.00	7.33%	0.75	686.71
May-30	598	302	62	14	975.50	(62)	-	128	(147)	(81)	895	4.50	7.33%	0.73	651.04
Nov-30	577	327	62	14	979.10	(62)	-	23	(146)	(185)	794	5.00	7.33%	0.70	557.81
May-31	555	248	148	15	965.86	(64)	(84)	93	(123)	(177)	789	5.50	7.33%	0.68	534.69
Nov-31	538	267	148	13	965.38	(64)	(84)	94	(121)	(176)	790	6.00	7.33%	0.65	516.74
May-32	518	355	67	11	951.75	(67)	-	(12)	(139)	(218)	733	6.50	7.33%	0.63	463.14
Nov-32	493	379	67	12	950.62	(67)	-	(12)	(138)	(217)	734	7.00	7.33%	0.61	447.41
May-33	467	389	70	12	937.69	(70)	-	(12)	(135)	(217)	721	7.50	7.33%	0.59	424.28
Nov-33	439	415	70	13	936.86	(70)	-	(11)	(134)	(215)	722	8.00	7.33%	0.57	410.17
May-34	410	428	73	13	924.85	(73)	-	(11)	(131)	(215)	710	8.50	7.33%	0.55	389.18
Nov-34	380	457	73	14	923.34	(73)	-	(10)	(129)	(213)	711	9.00	7.33%	0.53	375.98
May-35	350	405	143	14	910.67	(76)	(66)	79	(110)	(174)	737	9.50	7.33%	0.51	376.32
Nov-35	321	429	143	13	905.08	(76)	(66)	79	(107)	(171)	734	10.00	7.33%	0.49	361.96
May-36	290	512	79	11	892.84	(79)	-	(59)	(121)	(259)	634	10.50	7.33%	0.48	301.69
Nov-36	254	542	79	13	887.78	(79)	-	(58)	(119)	(256)	632	11.01	7.33%	0.46	290.16
May-37	217	555	83	14	868.74	(83)	-	(57)	(115)	(255)	614	11.50	7.33%	0.44	272.25
Nov-37	178	568	83	16	844.75	(83)	-	(56)	(107)	(246)	598	12.01	7.33%	0.43	256.09
May-38	141	458	228	17	844.26	(86)	(142)	156	(72)	(144)	701	12.50	7.33%	0.41	289.48
Nov-38	108	504	228	3	843.12	(86)	(142)	157	(70)	(142)	701	13.01	7.33%	0.40	279.61
May-39	71	653	90	-	813.69	(90)	-	676	(99)	487	1,301	13.50	7.33%	0.38	500.72
Nov-39	25	726	32	-	782.95	(32)	-	584	(105)	448	1,230	14.01	7.33%	0.37	457.11
Enterprise Value															13,455
Closing cash or cash equivalents as on the Valuation Date															116
Adjusted Enterprise Value															13,570
Borrowings from Lenders as on the Valuation Date															(8,472)
Borrowings from GR Infra as on the Valuation Date															(2,451)
Equity Value															2,648

Appendix 1.3 – Valuation of as on 31st December 2025 of GBUHPL under the DCF Method

Date	Finance Income	Changes in Financial Asset	O&M Income	Other Income	Total Inflow	O&M Expense	MM Expense	Wcap	Tax	Total Outflow	FCFF	CAF	WACC	DF	INR Mn	
															PVFCFF	N=J*M
A	B	C	D	E=A+B+C+D	E	F	G	H	I=E+H+G+H	J=D+H	K	L	M	N=J*M		
Feb-26	178	469	29	4	681	(29)	-	(395)	(135)	(559)	122	0.21	7.33%	0.99	121	
Aug-26	465	186	58	11	721	(58)	-	17	(107)	(149)	572	0.70	7.33%	0.95	545	
Feb-27	453	202	58	12	726	(58)	-	45	(109)	(122)	604	1.21	7.33%	0.92	554	
Aug-27	440	178	85	13	716	(61)	(24)	125	(99)	(59)	657	1.70	7.33%	0.89	582	
Feb-28	429	193	85	13	720	(61)	(24)	117	(100)	(68)	651	2.21	7.33%	0.86	557	
Aug-28	416	220	63	14	713	(63)	-	64	(104)	(103)	610	2.70	7.33%	0.83	504	
Feb-29	402	235	63	14	715	(63)	-	66	(105)	(102)	613	3.21	7.33%	0.80	489	
Aug-29	387	238	66	15	706	(66)	-	66	(101)	(102)	604	3.70	7.33%	0.77	465	
Feb-30	372	255	66	16	709	(66)	-	62	(102)	(106)	603	4.21	7.33%	0.74	448	
Aug-30	357	149	177	14	699	(69)	(108)	156	(71)	(93)	606	4.70	7.33%	0.72	434	
Feb-31	348	161	177	13	699	(69)	(108)	150	(72)	(99)	599	5.21	7.33%	0.69	415	
Aug-31	338	154	185	11	688	(72)	(113)	156	(67)	(96)	591	5.70	7.33%	0.67	395	
Feb-32	328	164	185	9	687	(72)	(113)	101	(67)	(151)	535	6.21	7.33%	0.64	345	
Aug-32	315	280	75	11	681	(75)	-	(49)	(93)	(217)	464	6.71	7.33%	0.62	289	
Feb-33	297	296	75	12	681	(75)	-	(52)	(93)	(220)	460	7.21	7.33%	0.60	276	
Aug-33	278	303	79	13	673	(79)	-	(51)	(90)	(219)	453	7.71	7.33%	0.58	263	
Feb-34	259	322	79	14	674	(79)	-	(49)	(90)	(218)	456	8.21	7.33%	0.56	255	
Aug-34	238	331	82	15	666	(82)	-	(48)	(87)	(218)	449	8.71	7.33%	0.54	243	
Feb-35	217	351	82	16	666	(82)	-	(51)	(88)	(221)	445	9.21	7.33%	0.52	232	
Aug-35	195	326	120	16	658	(86)	(34)	(16)	(76)	(212)	446	9.71	7.33%	0.50	224	
Feb-36	174	345	120	17	656	(86)	(34)	(14)	(75)	(209)	446	10.21	7.33%	0.49	217	
Aug-36	152	390	89	18	649	(89)	-	(48)	(81)	(218)	431	10.71	7.33%	0.47	202	
Feb-37	127	405	89	19	641	(89)	-	(51)	(79)	(219)	421	11.21	7.33%	0.45	191	
Aug-37	103	250	248	17	617	(93)	(154)	186	(33)	(95)	522	11.71	7.33%	0.44	228	
Feb-38	87	268	248	14	617	(93)	(154)	280	(34)	(2)	616	12.21	7.33%	0.42	260	
Aug-38	70	281	259	12	622	(97)	(161)	117	(32)	(174)	448	12.71	7.33%	0.41	182	
Feb-39	52	283	259	9	603	(97)	(161)	533	(27)	247	851	13.21	7.33%	0.39	334	
Aug-39	31	466	75	-	573	(75)	-	96	(121)	(100)	473	13.71	7.33%	0.38	179	
Enterprise Value																9,430
Closing cash or cash equivalents as on the Valuation Date																39
Adjusted Enterprise Value																9,468
Borrowings from Lenders as on the Valuation Date																(5,942)
Borrowings from GR Infra as on the Valuation Date																(2,153)
Equity Value																1,374

Appendix 2 – Weighted Average Cost of Capital of the SPVs as on 31st December 2025

Particulars	GUBHPL	GEKEPL	GBUHPL	Remarks
Risk free return (Rf)	6.80%	6.80%	6.80%	Risk Free Rate has been considered based on zero coupon yield curve as at 31 st December 2025 of Government Securities having maturity period of 10 years, as quoted on CCIL's website
Market Risk Premium (ERP)	7.00%	7.00%	7.00%	Based on historical realized returns on equity investments over a risk free rate represented by 10 years government bonds, a 7% equity risk premium is considered appropriate for India
Beta (Relevered)	0.52	0.52	0.52	Beta has been considered based on the beta of companies operating in the similar kind of business in India
Cost of Equity (Ke)	10.45%	10.45%	10.45%	Base Ke = Rf + (β x ERP)
Company Specific Risk Premium (CSRP)	0.00%	0.00%	0.00%	Based on SPVs specific risk(s)
Revised Cost of Equity (Ke)	10.45%	10.45%	10.45%	Adjusted Ke = Rf + (β x ERP) + CSRP
Pre-tax Cost of Debt (Kd)	8.00%	8.00%	8.00%	As per the Existing Cost of Debt of the SPVs, as represented by the Investment Manager
Tax rate of SPVs	25.17%	25.17%	25.17%	Tax Rate Applicable to SPVs is considered
Post-tax Cost of Debt (Kd)	5.99%	5.99%	5.99%	Effective cost of debt. Kd = Pre tax Kd * (1-Effective Tax Rate)
Debt/(Debt+Equity)	70%	70%	70%	Debt : Equity ratio computed as [D/(D+E)]
WACC	7.33%	7.33%	7.33%	WACC = [Ke * (1 - D/(D+E))] + [Kd * (1-t) * D/(D+E)]

Appendix 3– Computation of Unlevered and Re-levered Beta for the SPVs

Particulars	Raw Beta	Debt to Market Capitalisation	Effective Tax Rate (%)	Unlevered Beta
IRB InvIT Fund	0.30	53%	25.17%	0.21
PowerGrid Infrastructure Investment Trust	0.16	2%	17.47%	0.16
		Average		0.19

Particulars	GUBHPL	GEKEPL	GBUHPL
Unlevered Beta	0.19	0.19	0.19
Debt Equity Ratio Considered	2.33	2.33	2.33
Effective Tax rate of SPVs	25.17%	25.17%	25.17%
Relevered Beta	0.52	0.52	0.52

Justification of Companies used for calculation of Beta for SPVs:

The following companies are integral players in the Indian road infrastructure sector and contributes significantly to the development, operation and maintenance of road and highway project. Their strong market presence, diversified portfolios and consistent involvement in the key road infrastructure projects make them relevant for the computation of beta of HAM SPVs in the context of road business valuation.

a. IRB InvIT Fund

The IRB InvIT Fund is a dedicated infrastructure trust that manages toll road assets across India, with a portfolio comprising six operational highway projects. Its focused strategy within the transportation infrastructure sector and operational maturity positions it as a relevant peer in the broader infrastructure trust landscape. Structurally, IRB InvIT shares several characteristics with Indus Infra Trust, both are SEBI-registered InvITs with stable, income-generating infrastructure assets and long-term cash flow visibility. These similarities make IRB InvIT a reasonable comparable for evaluating Indus Infra Trust, particularly in the context of computing beta for valuation purposes. Moreover, like Indus Infra Trust, IRB InvIT is currently operating and generating cash flows from completed assets, thereby offering a realistic proxy for risk return dynamics in the infrastructure domain. Both entities offer annuity-like cash flows, similar investor profiles, and comparable regulatory frameworks. For these reasons, IRB InvIT is considered an appropriate peer for beta estimation in the valuation analysis of Indus Infra Trust.

b. PG InvIT

PowerGrid InvIT (PG InvIT) primarily owns and operates high-voltage power transmission lines, which form a critical component of India's electricity infrastructure. The trust earns regulated revenues through long-term, fixed-fee contracts with utilities, offering predictable and stable cash flows over extended periods. Indus Infra Trust, while operating in a different sector—Roads Sector—shares key structural and financial characteristics with PG InvIT. Both entities are SEBI-registered InvITs with long term contracted revenues, asset-heavy models, and yield-focused investment propositions. These similarities support the application of standard infrastructure valuation methodologies such as the Discounted Cash Flow (DCF) approach, which emphasizes long-term cash flow generation and yield expectations. From a capital market perspective, both InvITs are designed to deliver long-term returns to investors through consistent distributions, making them suitable peers in a comparative valuation context.

Source: The above information has been derived from annual reports, investor presentations, investor call transcripts and other relevant data which is publicly available and can be verified independently by any reader.

Appendix 4.1-GUBHPL: Summary of Approval and Licenses

Sr. No.	Description of permits	Issuing Authority	Date of issue	Validity/Current Status
1	Employee Compensation Insurance Policy- Construction of road, major/minor bridges	The New India Assurance Co Ltd	7 th November 2025	7 th November 2026
2	Registration Certificate under the provisions building and other construction workers (Regulation of Employment and Conditions of Service) Central Rules, 1998	Chief Labour Commissioner (Central)	19 th July 2022	Valid
3	Contract Labour Licence under Contract Labour (Regulation & Abolition) Act, 1970	Office of the Licensing Officer, ALC Pakur (Government of India)	2 nd August 2025	1 st August 2026

Appendix 4.2-GEKEPL: Summary of Approval and Licenses

Sr. No.	Description of permits	Issuing Authority	Date of issue	Validity/Current Status
1	Employee Compensation Insurance Policy- Construction of road, major/minor bridges	The New India Assurance Co Ltd	7 th November 2025	7 th November 2026
2	Registration Certificate under the provisions building and other construction workers (Regulation of Employment and Conditions of Service) Central Rules, 1998	Chief Labour Commissioner (Central)	21 st December 2020	Valid
3	Contract Labour Licence under Contract Labour (Regulation & Abolition) Act, 1970	Office of the Licensing Officer, ALC Pakur (Government of India)	16 th December 2025	17 th December 2026

Appendix 4.3-GBUHPL: Summary of Approval and Licenses

Sr. No.	Description of permits	Issuing Authority	Date of issue	Validity/Current Status
1	Approval of labour license under the provisions of the Contract Labour Act	Regional Labour Commissioner (Central), Bilaspur	02-Aug-2022	01-Aug-2026
2	Registration Certificate under the provisions of the Building and other Construction Workers (Regulation of Employment and Condition of Service) Act, 1998.	Regional Labour Commissioner (Central), Bilaspur	06-Jul-2022	Valid
3	Employee Compensation Insurance Policy- Construction of road, major/minor bridges	The New India Assurance Co Ltd	7 th November 2025	7 th November 2026

Appendix 5- Brief Details about the Valuer

Professional Experience

Sundararaman is a fellow member from the Institute of Chartered Accountants of India, Graduate member of the Institute of Cost and Works Accountants of India, Information Systems Auditor (DISA of ICAI) and has completed the Post Qualification Certification courses of ICAI on IFRS, Valuation. He is a registered Insolvency Professional and a Registered Valuer for Securities or Financial Assets, having been enrolled with the Insolvency and Bankruptcy Board of India (IBBI) after passing the respective Examinations. He possesses more than 30 years of experience in servicing large and medium sized clients in the areas of Corporate Advisory including Strategic Restructuring, Governance, Acquisitions and related Valuations and Tax Implications apart from Audit and Assurance Services.

His areas of specialization include valuation for various Infrastructure Companies including valuation for Investment Infrastructure Trusts (InvITs)

Professional Qualifications & Certifications

- FCA
- Grad CWA
- Certificate Courses on Valuation
- Certificate Course on IFRS
- Information Systems Audit (DISA of ICAI)
- Registered Insolvency Professional
- IBBI Registered Valuer

Contact Details:

Mr. S. Sundararaman IBBI Registered Valuer
Mobile: +91 97909 28047
Email: chennaissr@gmail.com

Address:

50/25, Vedantha Desikar Street,
Mylapore, Chennai, Tami Nadu – 600004

Registration Details

IBBI Registration No - IBBI/RV/06/2018/10238

<< End of Report >>

CARE/ARO/GEN/2025-26/1324

Shri Amit Singh
Chief Executive Officer
Indus Infra Trust
Novus Tower, Second Floor,
Plot No. 18, Sector 18,
Gurugram Haryana 122015

February 09, 2026

Dear Sir,

Credit rating for Bank Facilities

Please refer to our letter dated January 05, 2026, on the above subject.

1. The rationale for the ratings is attached as an **Annexure - I**.
2. We request you to peruse the annexed documents and offer your comments, if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible. In any case, if we do not hear from you by February 11, 2026, we will proceed on the basis that you have no comments to offer.

If you have any further clarifications, you are welcome to approach us.

Thanking you,
Yours faithfully,

Palak Vyas

[Palak Vyas]
Associate Director

Annexure-1
Rating Report
Indus Infra Trust

Facilities/Instruments	Amount (₹ crore)	Rating ¹	Rating Action
Long-term bank facilities	7,901.52 (Enhanced from 2,958.35)	CARE AAA; Stable	Reaffirmed

Details of instruments/facilities in Annexure-1.

Rationale and key rating drivers

CARE Ratings Limited (CareEdge Ratings) has reaffirmed the rating of 'CARE AAA; Stable' assigned to proposed and outstanding bank facilities aggregating ₹7,901.52 crore of Indus Infra Trust (Indus InvIT). CareEdge Ratings notes Indus InvIT's announcement on December 25, 2025, regarding signing of binding Share Purchase Agreements (SPAs) for the proposed acquisition of 100% shareholding in four operational Hybrid Annuity Model (HAM) projects from KNR Constructions Limited. Indus InvIT has also completed acquisition of one operational HAM project i.e. GR Bahadurganj Araria Highway Private Limited (GBAHPL) and plans to acquire three more operational HAM projects from G R Infra Projects Limited (GRIL, rated 'CARE AA+; Stable/ CARE A1+') under right of first offer (ROFO) agreement. Provisional commercial operations date (PCOD) has been achieved in all these eight HAM projects, while final completion certificate has been received in two projects. Six of these eight assets have received at least the first annuity. Transaction for acquisition of eight assets will be consummated after receipt of regulatory approvals and fulfilment of conditions precedent under SPA. CareEdge Ratings expects acquisition of these assets gradually over FY26 and FY27 and will fund them through a mix of unit holder infusion and debt quantum of ~₹5,725 crore. CareEdge Ratings will continue to engage with Indus InvIT's management for further details on these developments.

On a consolidated basis, Indus InvIT has outstanding debt of ₹2,240 crore and Enterprise Value of ₹6,063.80 crore (as per external valuation report) as on September 30, 2025, which translates into net debt/enterprise value (EV) of ~20%. With the proposed addition of eight assets, net debt/EV is expected to reach 61%. However, debt coverage indicators of Indus InvIT are expected to remain strong due to low leverage at portfolio level marked by peak debt/construction annuities receivables of 0.51x and strong credit profile of counterparty being National Highways Authority of India (NHAI, rated 'CARE AAA; Stable'). Moreover, the assets will be transferred to Indus InvIT post receipt of at least first annuity, in line with estimation, and there is a provision for holding back an amount in case of deviation in completion cost or Change in Law (CIL) amount per terms of SPA. This mitigates the risk related to variations in cash flows pending final completion certification and annuities receipt track record for some assets.

The rating continues to factor stable cash flows from underlying operational National Highways HAM assets having low leverage and benefit of geographical diversification. Existing ten assets have received 74 annuities till December 31, 2025, without major delays or deductions.

The rating continues to consider the benefit of cash pooling at Indus InvIT level leading to robust cash flows and well-defined waterfall mechanism, including maintenance of debt service reserve account (DSRA) for one-quarter debt servicing requirement imparting strong debt coverage indicators. Per the terms, if in any quarter, the debt service coverage ratio (DSCR) falls below 1.10x, the entire surplus will be trapped in Indus InvIT. CareEdge Ratings also notes receipt of CIL for goods and service tax (GST) on annuities from NHAI and major deviations in the same impacting debt coverage indicator is a key rating monitorable.

These rating strengths are tempered by the inherent operation and maintenance (O&M) and major maintenance (MM) risk associated with road projects and interest rate risk. CareEdge Ratings notes that O&M and MM assumptions factored in by Indus InvIT are based on the independent report. However, debt coverage indicators are expected to be strong even after assuming higher cost in line with similar projects rated by CareEdge Ratings. Existing special purpose vehicles (SPVs) have entered fixed-price O&M and MM contracts with Aadharshila Infratech Private Limited (AIPL: Sponsor and Project Manager; rated 'CARE AA+; Stable') and AIPL has entered back-to-back fixed-price O&M and MM sub-contracts with GRIL. The same arrangement is expected to continue for future assets, which is a credit positive given GRIL's established experience in construction and maintenance of these roads.

¹Complete definition of ratings assigned are available at www.careratings.com and other CARE Ratings Limited's publications.

Rating sensitivities: Factors likely to lead to rating actions

Positive factors: Not applicable

Negative factors

- Substantial delay in receipt of annuities or considerable deduction in annuities payments on a sustained basis or higher-than-envisaged O&M and MM expense leading to overall DSCR falling below 1.2x.
- Any significant debt-funded acquisition of assets resulting in deterioration of overall DSCR below 1.2x.
- Non-adherence to terms of sanction such as cash trap, debt service reserve account and others.
- Deterioration in credit profile of counterparty.

Analytical approach: Consolidated

The credit profile of Indus InvIT factors in the consolidated business and financial risk profiles of underlying assets under Indus InvIT. The debt at the Indus InvIT level will be serviced from cash flows, which are up-streamed from the underlying SPVs. The DSCR testing for the restricted payment conditions would be at the Indus InvIT level. Entities consolidated in Indus InvIT for analytical purpose are listed in Annexure-6.

Outlook: Stable

The Stable outlook is considering expectation of stable cash flows from the underlying assets of Indus InvIT having strong counterparty and low leverage.

Detailed description of key rating drivers:

Healthy operational track record of existing underlying assets

Indus InvIT has a portfolio comprising 10 operational HAM projects, including GR Bahadurganj Araria Highways Private Limited (GBAHPL) acquired on December 30, 2025. The 10 underlying assets are diversified across six states: Gujarat, Uttar Pradesh, Maharashtra, Andhra Pradesh, Bihar, and Punjab. The existing ten assets have a track record of receiving 74 annuities from NHAI without delays or deductions till December 31, 2025. These projects also derive benefits from favourable features of HAM projects (1) Inflation-indexed completion cost and O&M annuities and (2) Interest annuities linked to bank rate or one-year marginal cost of funds based lending rate (MCLR) of top five scheduled commercial banks.

The 10 assets have a residual concession period of 9.16 to 13.62 years as on December 31, 2025, providing long-term cash flow visibility to Indus InvIT. Of the acquired 10 assets, 7 assets have received final commercial operations date (COD), while the balance three have received PCOD with minimal residual work. PCOD has been achieved for the entire length in most projects and physical progress is above 95% for these projects. In its analysis, CareEdge Ratings has considered completion cost for the three projects per the completion cost computed at the time of PCOD. CareEdge Ratings understands that balance construction responsibility lies with GR Infra Projects Limited (GRIL) as and when the land is handed over, which mitigates risk to an extent.

Strong credit profile of counterparty

Incorporated by the Government of India (GoI) under an Act of Parliament as a statutory body, NHAI functions as the nodal agency for development, maintenance, and management of national highways in the country. NHAI is vested with executive powers for developing national highways in India by the Ministry of Road Transport and Highways (MoRTH). The outlook on NHAI reflects the outlook on the sovereign, whose direct and indirect support continues to be the key rating driver.

Strong debt coverage indicators and low leverage

Indus InvIT's consolidated cash flow has a robust cover with strong debt coverage indicators owing to low leverage. The debt structure stipulates a DSRA of one quarter and a financial covenant requiring a minimum DSCR of 1.10x. If the DSCR falls below 1.10x in any quarter, the entire surplus will be trapped at Indus InvIT. On a consolidated basis, Indus InvIT has outstanding debt of ₹2,240 crore and Enterprise Value of ₹6,063.80 crore (as per external valuation report) as on September 30, 2025, which translates into net debt/enterprise value (EV) of ~20%. With the proposed addition of eight assets, net debt/EV is expected to reach 61%. However, debt coverage indicators of Indus InvIT are expected to remain strong due to low leverage at portfolio level post-acquisition of assets, marked by peak debt/construction annuities receivables of 0.51x and strong credit profile of the counterparty. Moreover, the assets will be transferred to Indus InvIT upon receipt of at least first annuity per estimation. The acquisition structure provides adequate downside protection to the Trust, as the consideration payable for the proposed assets is subject to customary holdback and adjustment mechanisms. These include adjustments considering finalisation of Change-in-Law claims, including those pertaining to GST, material negative Change of Scope impacting annuity payments, and true-up of the

final completion cost for balance works pending at the time of acquisition. Such provisions mitigate the risk of adverse cash flow variations post-acquisition and provide flexibility to Indus InvIT in settling the final consideration.

Sound and resourceful management group

Indus InvIT is backed by the experienced management team of sponsor, Aadharshila Infratech Private Limited (AIPL, rated 'CARE AA+; Stable') and investment manager, GR Highways Investment Manager Private Limited (GRHIMPL). Board of directors of GRHIMPL comprise professionals having vast experience in the field of infrastructure, finance, and funds raising. The management team has a rich experience in sectors including, road and highways sector, and brings expertise in the areas of business strategy, operational, and financial capabilities. In addition, Indus InvIT operations are managed by qualified professionals.

Impact of Goods and Service Tax

With annuity payments brought under the GST regime, operational HAM projects are eligible to receive a Change in Law (CIL) payment on annuities. While GST on interest annuities is being fully released by NHAI, GST on construction annuity and O&M annuity will be received per the approved CIL rate under the extant guidelines laid down by the authority. As of December 2025, the CIL rate has been approved by NHAI for five SPVs in existing portfolio, while finalisation of the CIL rate is under process for balance SPVs. However, the SPVs have sufficient input tax credit (ITC) to discharge their GST obligations until clarity on CIL is received. CareEdge Ratings expects that the applicability of GST is credit neutral for Indus InvIT.

Inherent O&M risk largely mitigated by strong cash flows and track record of GRIL

The O&M and MM assumptions factored in by Indus InvIT in its base case are based on an independent report. Riding quality is good based on roughness index. However, debt coverage indicators are expected to be strong even after assuming higher cost in line with similar projects rated by CareEdge Ratings. Existing SPVs have entered fixed-price O&M and MM contracts with AIPL and AIPL has entered back-to-back fixed-price O&M and MM sub-contracts with GRIL with an option to renegotiate the price at the end of seven years. The same arrangement is expected to continue for future assets, which is a credit positive given GRIL's established experience in construction and maintenance of these roads. No major maintenance reserve (MMR) is proposed under the lending documentation, however, cash pooling at Indus InvIT level will help in generating sufficient cashflows to incur the MM expense in the year when it falls due.

Inherent interest rate risk and risk related to acquisition of debt-funded assets in future

Indus InvIT is exposed to inherent interest rate risk as its interest annuities and interest on debt have floating interest rates linked to an external benchmark. Any reduction in the bank rate can impact interest annuities, and an increase in interest rate on term debt can lead to higher interest obligation. Hence, material change in these components could impact debt coverage indicators. However, the risk is mitigated to an extent as the movement in interest rate on term debt and interest on annuities will move in the same direction.

Indus InvIT plans to add operational assets limited to the road sector in the medium term. It has a ROFO agreement with GRIL and is also looking into NHAI-operational HAM projects of other developers. Any acquisition of weak assets with large debt and low revenue potential, significantly reducing DSCR below 1.2x, will be a key rating sensitivity.

Liquidity: Strong

The liquidity position of Indus InvIT is strong marked by fixed stream of revenue and creation of DSRA for one quarter of debt servicing till the tenor of the debt. Indus InvIT had DSRA balance of ₹136.79 crore as on December 31, 2025. Debt structure stipulates financial covenant of minimum DSCR of 1.10x. If in any quarter, the DSCR falls below 1.10x, the entire surplus will be trapped in the Indus InvIT. The term loans will be amortised in a structured quarterly repayment.

Assumptions/Covenants: Not applicable

Environment, social, and governance (ESG) risks: Not applicable

Applicable criteria

[Policy on Default Recognition](#)

[Liquidity Analysis of Non-financial sector entities](#)

[Assigning 'Outlook' or 'Rating Watch' to Credit Ratings](#)

[Financial Ratios – Non financial Sector](#)

[Hybrid Annuity Road Projects](#)

[Infrastructure Investment Trusts \(InvITs\)](#)

[Infrastructure Sector Ratings](#)
[Consolidation & Combined Approach](#)

About the company and industry

Industry classification

Macroeconomic indicator	Sector	Industry	Basic industry
Services	Services	Transport infrastructure	Road assets–toll, annuity, hybrid-annuity

Indus InvIT is an infrastructure investment trust and has received its registration certificate from Securities and Exchange Board of India (SEBI) on August 3, 2022. It has acquired 100% of the equity shares in each of the nine project SPVs from GRIL. Indus InvIT is sponsored by AIPL, with GRHIMPL as its investment manager, AIPL as the project manager, and IDBI Trusteeship Services Ltd as the trustee. Indus InvIT was listed on NSE and BSE platform on March 12, 2024.

Financial Performance of Indus InvIT:

(₹ crore)

Particulars	31-03-2024 (12m, A)	31-03-2025 (12m, A)
Working Result		
Net Sales	NM	744.60
Income from Operations	NM	744.60
PBILDT	NM	520.95
Interest	NM	129.05
Depreciation	NM	-
Non-operating income/Expenses	NM	111.00
PBT	NM	502.86
PAT (After def Tax)	NM	481.67
Gross Cash Accruals	NM	488.34
Financial Position		
Equity Share capital	NM	4,367.74
Net Worth	NM	4,908.94
Total Debt	NM	2,144.27
Total capital employed	NM	7,059.87
Key Ratios		
Growth		
Growth in Total income (%)	NM	516.93
Growth in PAT (after deferred tax) (%)	NM	3,153.18
Profitability		
PBILDT/Total Op. income (%)	NM	69.96
PAT (after deferred tax)/ Total income# (%)	NM	64.69
ROCE (%)	NM	9.61
Solvency		
Debt Equity ratio (times)	NM	0.44
Overall gearing ratio(times)	NM	0.44
Interest coverage(times)	NM	4.04
Term debt/Gross cash accruals (years)	NM	4.39
Total debt/Gross cash accruals (years)	NM	4.39
Liquidity		
Current ratio (times)	NM	6.03
Quick ratio (times)	NM	6.03
Turnover		
Average collection period (days)	NM	2
Average inventory (days)	NM	-
Average creditors (days)	NM	126
Operating cycle (days)	NM	(124)

A: Audited UA: Unaudited; NA: Not Available; NM: Not meaningful as the InvIT got listed in March 2024; Note: these are latest available financial results

*PBILDT: Profit before interest, lease rentals, depreciation, and tax

Total Income includes only operating income, non-operating income is not considered.

Status of non-cooperation with previous CRA: Not applicable

Any other information: Not applicable

Rating history for last three years: Annexure-2

Details of rated facilities: Annexure-3

Complexity level of instruments rated: Annexure-4

Detailed explanation of covenants of rated instrument / facility: Annexure-5

Annexure-1: Details of instruments/facilities

Name of the Instrument	ISIN	Date of Issuance (DD-MM-YYYY)	Coupon Rate (%)	Maturity Date (DD-MM-YYYY)	Size of the Issue (₹ crore)	Rating Assigned and Rating Outlook
Fund-based - LT-Term Loan		-	-	31-Mar-2037	7,901.52	CARE AAA; Stable

Annexure-2: Rating history for last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating History			
		Type	Amount Outstanding (₹ crore)	Rating	Date(s) and Rating(s) assigned in 2025-2026	Date(s) and Rating(s) assigned in 2024-2025	Date(s) and Rating(s) assigned in 2023-2024	Date(s) and Rating(s) assigned in 2022-2023
1	Fund-based - LT-Term Loan	LT	7901.52	CARE AAA; Stable	-	1)CARE AAA; Stable (10-Feb-25) 2)CARE AAA; Stable (05-Apr-24)	1)Provisional CARE AAA; Stable (04-Dec-23)	-

LT: Long term; ST: Short term; LT/ST: Long term/Short term

Annexure-3: Details of rated facilities

1. Long-term facilities

1.A. Term Loans

Sr. No.	Name of Bank / Lender	Rated Amount (₹ crore)	Debt Repayment Terms
1.	Punjab National Bank	1,446.70	Structured quarterly repayments ending in FY37
2.	Axis Bank Ltd.	1,054.82	Structured quarterly repayments ending in FY37
3.	Proposed	5,400.00	
	Total	7,901.52	

Total long-term facilities: ₹7901.52 crore

Annexure-4: Complexity level of instruments rated

Sr. No.	Name of the Instrument	Complexity Level
1	Fund-based - LT-Term Loan	Simple

Note on complexity levels of rated instruments: CareEdge Ratings has classified instruments rated by it based on complexity. Investors/market intermediaries/regulators or others are welcome to write to care@careedge.in for clarifications.

Annexure-5: Detailed explanation of covenants of rated instruments/facilities: Not applicable

Annexure-6: List of entities consolidated

Sr No	Name of the entity	Extent of consolidation	Rationale for consolidation
1	GR Phagwara Expressway Limited	Full	Wholly owned subsidiary
2	Porbandar Dwarka Expressway Private Limited	Full	Wholly owned subsidiary
3	Varanasi Sangam Expressway Private Limited	Full	Wholly owned subsidiary
4	GR Akkalkot Solapur Highway Private Limited	Full	Wholly owned subsidiary
5	GR Sangli Solapur Highway Private Limited	Full	Wholly owned subsidiary
6	GR Dwarka Devariya Highway Private Limited	Full	Wholly owned subsidiary
7	GR Gundugolanu Devarapalli Highway Private Limited	Full	Wholly owned subsidiary
8	GR Aligarh Kanpur Highway Private Limited	Full	Wholly owned subsidiary
9	GR Galgalia Bahadurganj Highway Private Limited	Full	Wholly owned subsidiary
10	GR Bahadurganj Araria Highway Private Limited	Full	Wholly owned subsidiary
11	KNR Palani Infra Private Limited*	Full	Wholly owned subsidiary
12	KNR Ramagiri Infra Private Limited*	Full	Wholly owned subsidiary
13	KNR Guruvayur Infra Private Limited*	Full	Wholly owned subsidiary
14	KNR Ramanattukara Infra Private Limited*	Full	Wholly owned subsidiary
15	GR Ena Kim Expressway Private Limited*	Full	Wholly owned subsidiary
16	GR Ujjain Badnawar Highway Private Limited*	Full	Wholly owned subsidiary
17	GR Bilaspur Urga Highway Private Limited*	Full	Wholly owned subsidiary

*Proposed to be acquired and considered in cash flows based on SPA signed and ROFO agreement

Contact us

<p>Media Contact</p> <p>Mradul Mishra Director CARE Ratings Limited Phone: +91-22-6754 3596 E-mail: mradul.mishra@careedge.in</p> <p>Relationship Contact</p> <p>Saikat Roy Senior Director CARE Ratings Limited Phone: 912267543404 E-mail: saikat.roy@careedge.in</p>	<p>Analytical Contacts</p> <p>Rajashree Murkute Senior Director CARE Ratings Limited Phone: +91-22-6837 4474 E-mail: rajashree.murkute@careedge.in</p> <p>Maulesh Desai Director CARE Ratings Limited Phone: 079-4026 5605 E-mail: maulesh.desai@careedge.in</p> <p>Palak Sahil Vyas Associate Director CARE Ratings Limited Phone: 079-4026 5620 E-mail: palak.gandhi@careedge.in</p>
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(This follows our Press Release for entity published on January 07, 2026)

About us:

Established in 1993, CareEdge Ratings is one of the leading credit rating agencies in India. Registered under the Securities and Exchange Board of India, it has been acknowledged as an External Credit Assessment Institution by the Reserve Bank of India. With an equitable position in the Indian capital market, CareEdge Ratings provides a wide array of credit rating services that help corporates raise capital and enable investors to make informed decisions. With an established track record of rating companies over almost three decades, CareEdge Ratings follows a robust and transparent rating process that leverages its domain and analytical expertise, backed by the methodologies congruent with the international best practices. CareEdge Ratings has played a pivotal role in developing bank debt and capital market instruments, including commercial papers, corporate bonds and debentures, and structured credit. For more information: www.careratings.com

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CONTACT**CARE Ratings Ltd.**

Corporate Office: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai - 400 022
Phone: +91-22-6754 3456

REGIONAL OFFICES**AHMEDABAD**

32, Titanium, Prahlad Nagar Corporate Road,
Satellite, Ahmedabad - 380 015
Phone: +91-79-4026 5656

ANDHERI – MUMBAI

A Wing - 1102 / 1103, Kanakia Wall Street,
Andheri Kurla Road, Chakala, Andheri (E),
Mumbai - 400 093

BENGALURU

Unit No. 205-208, 2nd Floor, Prestige Meridian 1,
No. 30, M.G. Road, Bengaluru, Karnataka - 560 001
Phone: +91-80-4662 5555

CHENNAI

Unit No. O-509/C, Spencer Plaza, 5th Floor,
No. 769, Anna Salai, Chennai - 600 002
Phone: +91-44-2849 7812 / 0811

COIMBATORE

T-3, 3rd Floor, Manchester Square,
Puliakulam Road, Coimbatore - 641 037
Phone: +91-422-433 2399 / 450 2399

HYDERABAD

401, Ashoka Scintilla, 3-6-502, Himayat Nagar,
Hyderabad - 500 029
Phone: +91-40-4010 2030

KOLKATA

Unit No A / seven / 4, 7th Floor, Block A, Apeejay
House, 15 Park Street, Kolkata – 700 016
Phone: +91-33-4018 1600

NOIDA

9th floor, C-001/A2, Berger Towers, Sector 16B,
Noida, Gautam Budh Nagar, Uttar Pradesh -201301
Phone: +91-120-4452000

PUNE

9th Floor, Pride Kumar Senate,
Plot No. 970, Bhamburda, Senapati Bapat Road,
Shivaji Nagar, Pune - 411 015
Phone: +91-20- 4000 9000

CIN - L67190MH1993PLC071691